

Date: 05.09.2019

To The Deputy Manager,  
Department of Corporate Services-Listing,  
Bombay Stock Exchange Ltd.,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai-400001  
Tel: 022-2272 7234/33

Ref: Vivanta Industries Limited Scrip Code: 541735

Sub: Notice of AGM to be held on Monday, 30<sup>th</sup> September, 2019

Dear Sir/Madam,

This is to inform you that the Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 03:00 p.m. at its registered office at 403/TF, Sarthik II, Opp. Rajpath Club, S.G.Highway, Bodakdev, Ahmedabad-380054.

Accordingly find below the Notice of the AGM.

This is for your kind information.

Thanking You,

For, **Vivanta Industries Limited**

  
**Hemant Parikh**  
Managing Director  
DIN: 00027820



CIN : U74110GJ2013PLC075393

**NOTICE**

Notice is hereby given that the Annual General Meeting of the Shareholders of **VIVANTA INDUSTRIES LIMITED** will be held at the registered office situated at 403/TF, Sarthik-II, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad-380054, Gujarat, India on 30<sup>th</sup> day of September, 2019, Monday, at 03:00 PM to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and Profit and Loss Account for the period ended 31<sup>st</sup> March, 2019 and report of the Directors and the report of the Auditors thereon.
2. To re-appoint Mr. Girish Bhatt (DIN: 02207645), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****1. APPOINTMENT OF MR. TUSHAR GANDHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Tushar Gandhi (DIN: 03577792), who was appointed as an additional Independent Director by Board of Directors in the meeting held on 20<sup>th</sup> March, 2019 approval of shareholders be and is hereby accorded and Director has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, not liable to retire by rotation and to fill the casual vacancy caused due to the death of Mr. Jaikumar Singh who was appointed as Independent Director up to 2<sup>nd</sup> May, 2022. Further Mr. Tushar Gandhi shall hold the office up to the conclusion of period for which Mr. Jaikumar Singh was appointed, and for the said appointment, the company has received his consent to be appointed as Director of the company, be and is hereby appointed as Director of the company."

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Ahmedabad."

**2. APPOINTMENT OF MRS. BIJAL BHATT AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Bijal Bhatt (DIN:08436225), who was appointed as an additional Independent Director by Board of Directors in the meeting held on 24<sup>th</sup> June, 2019 approval of shareholders be and is hereby accorded and Director has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, not liable to retire by rotation and to fill the casual vacancy caused due to the resignation of Mrs. Kshyama Singh who was appointed as Independent Director up to 2<sup>nd</sup> May, 2022. Further Mrs. Bijal Bhatt shall hold the office up to the conclusion of

period for which Mrs. Kshyama Singh was appointed, and for the said appointment, the company has received her consent to be appointed as Director of the company, be and is hereby appointed as Director of the company.”

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Ahmedabad.”

**NOTES:**

1. A member entitled to attend and vote at the General Meeting may appoint a proxy who need not be a Member to attend and vote on his behalf.
2. A person can act as a proxy on behalf of members not exceeding fifty and 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 provided such person shall not act as a proxy for any other person or shareholder.
3. Proxies to be effective must be deposited at the Companies Registered office not less than forty-eight hours before the time fixed for holding the meeting.
4. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.
5. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. The Register of Members and share transfer books of the Company will remain closed from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive).
7. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting. Shareholders seeking any information with regards to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready. This Notice and the Annual Report will also be available on the Company's website [www.vivantaindustries.com](http://www.vivantaindustries.com) for download.
9. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.
10. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address/name, e-mail address, contact numbers, etc. to their Depository Participant (DP) only, and not to the Company's Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the Members.
12. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address / name, etc. to the Company's Registrar & Share Transfer Agent, quoting their Registered Folio Number.
13. Members holding shares in physical form are requested to consider converting their shareholding in dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Company's Registrar & Share Transfer Agent for assistance in this regard.

14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ RTA. The registered e-mail address will be used for sending future communications. Members whose email ids are already registered may update the changes therein, if any.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Company's Registrar Share Transfer Agent.

**16. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date. The Company has appointed Mr. Ishit Vyas, M/s. Ishit Vyas & Co., Company Secretaries, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on <September 27, 2019, 9:00 a.m.> and ends on < September 29, 2019, 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 September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) 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.
- v) Next enter the Image Verification as displayed and Click on Login.
  - 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.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat form and Physical form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.

- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the Company.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) Shareholders can also use Mobile app - "m-Voting" for e voting. M-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- xviii) **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.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

Date: 14.08.2019  
Place: Ahmedabad

For, Vivanta Industries Limited

SD/-

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Director  
Name: Girish Bhatt  
DIN: 02207645

SD/-

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Managing Director  
Name: Parikh H. A.  
DIN: 00027820

**EXPLANATORY STATEMENT**

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 set out all material facts relating to the business mentioned under Item No. 1 and Item No. 2 of the Special Business of the notice accompanying notice dated 14<sup>th</sup> August, 2019:

**Item No. 1**

Mr. Tushar Gandhi was appointed as an Additional Director of the Company with effect from 20.03.2019, pursuant to Section 161 and other applicable section of the Companies Act, 2013 read with Articles of Association of the company to fill the casual vacancy caused due to the death of Mr. Jaikumar Singh who was appointed as Independent Director up to 2<sup>nd</sup> May, 2022. Further Mr. Tushar Gandhi shall hold the office up to the conclusion of period for which Mr. Jaikumar Singh was appointed, and shall fulfill the conditions for the appointment of directors as specified in the Act and the rules made there under. Considering his knowledge, his presence on the board will be of immense value to the company. Accordingly, this matter has been placed before the shareholders for their approval.

**Item No. 2**

Mrs. Bijal Bhatt was appointed as an Additional Director of the Company with effect from 24.06.2019, pursuant to Section 161 of the Companies Act, 2013 read with Articles of Association of the company to fill the casual vacancy caused due to the resignation of Mrs. Kshyama Singh who was appointed as Independent Director up to 2<sup>nd</sup> May, 2022. Further Mrs. Bijal Bhatt shall hold the office up to the conclusion of period for which Mrs. Kshyama Singh was appointed, and shall fulfill the conditions for the appointment of directors as specified in the Act and the rules made there under. Considering her knowledge, her presence on the board will be of immense value to the company. Accordingly, this matter has been placed before the shareholders for their approval.

The Board of directors of the company, therefore, recommends passing of the resolution as set out in the notice above.

None of the directors, managers, key managerial personnel of the company and their respective relatives, except the appointee director, are in any way concerned financially or otherwise in the resolution except to the extent of their shareholding in the company.

**Details of Directors seeking Appointment/Reappointment in Annual General Meeting**

Name of the Director	Mr. Girish Bhatt (DIN: 02207645)
Age (Yrs.)	71 Years
Date of birth	15/01/1948
Brief Resume and expertise	He is a commerce graduate and heads the Operation and Admin department of the Company. He has more than 40 years of rich experience in the field of operations and administration.
Designation	Director
Chairperson/Member of the Committee of the Board of Directors of the Company	NIL
No. of Shares held in the Company	5000
Directorship in Other Listed Company	NIL
Related to other directors	Girish Bhatt and Jainil R. Bhatt are related as Uncle-Nephew. Except for this he is not related to any other director of the Company