

**VENKATESHWARA INDUSTRIAL PROMOTION CO. LIMITED.**

90, PHEARS LANE, 6TH FLOOR, ROOM NO 603, KOLKATA - 700012  
Website: *www.vipcl.in*, email: *vipcl21@hotmail.com*, Ph No. 033 3240 3472  
(CIN - L65909WB1981PLC033333)

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Thirty Seven Annual General Meeting of the Members of the **VENKATESHWARA INDUSTRIAL PROMOTION CO. LIMITED** will be held at the Registered office of the Company at **90, Phears Lane, 6th Floor, Room No. 603, Kolkata-700 012 on Thursday, 26th September, 2019 at 12:30 P.M.** to transact the following business.

**ORDINARY BUSINESS:**

**Item No. 1:** To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2019 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.

**Item No. 2:** To appoint a director in place of Mr Nikhil Chandra Saha who retires by rotation and being eligible, offers himself for re-appointment

**Item No. 3:** To appoint the auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

**“RESOLVED THAT**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Om Prakash Khajanchi Chartered Accountants, Kolkata (M.No. - 065549), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditor, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial year 2018-2019, to hold office from the conclusion’s of this Annual General meeting until the conclusion of the next Annual general Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to fix their remuneration, considering the recommendations of the Audit Committee of the Board.”

**SPECIAL BUSINESS:**

**Item No.4 Remuneration to Mr Nikhil Chandra Saha, Managing Director**

*To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution*

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modifications, amendments or re-enactment thereof, for the time being in force) and pursuant to the recommendations of Nomination and Remuneration Committee of Directors and approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for variation/ approval of remuneration payable to **Mr Nikhil Chandra Saha** (DIN: 08392229), Managing Director, for the period of 5 years from 08<sup>th</sup> April 2019 to 07<sup>th</sup> April 2024, which shall not exceed the limits stated hereunder :

**(a) Salary :**

*Rs. 3,00,000/- per annum*

**(b) Performance Bonus:**

*Not exceeding 100% of Salary, payable annually for each financial year, as may be determined by the Board.*

**“RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year(s), the aforementioned remuneration approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary”

**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the members of the Company at the Annual General Meeting held on 26th September, 2019 with respect to the re-appointment of Mr Nikhil Chandra Saha as Managing Director shall continue to remain in full force and effect.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee thereof) be and is hereby authorised to vary and/or revise the remuneration of Mr Nikhil Chandra Saha as Managing Director within the overall limits under Schedule V of the Act and do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

**ITEM NO: 5 Regularization of Mr Pintu Dey (DIN: 08407192) as Non- Executive Independent Director**

**“RESOLVED THAT** Mr Pintu Dey (DIN: 08407192) , who was appointed as an Additional Director (Non Executive & Independent) of the Company with effect from 08<sup>th</sup> April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”

*“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Rules, 2014, as amended from time to time, Mr Pintu Dey (DIN: 08407192) , who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”*

*Mr Pintu Dey may be deemed to be concerned or interested in the resolution relating to his appointment.*

*The Board recommends this Resolution for your approval.*

**ITEM NO: 6: Regularization of Mr. Nemai Roy (DIN: 08407411) as Non- Executive Independent Director**

*“RESOLVED THAT Mr. Nemai Roy (DIN: 08407411), who was appointed as an Additional Director (Non Executive & Independent) of the Company with effect from 08<sup>th</sup> April, 2019 by the Board of Directors and who holds office upto the date of this Annual General Meeting of this Company under Section 161(1) of the Companies Act, 2013 (“the Act”), and in respect of whom the Company has received a notice in writing from a member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company”*

*“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV of the Act(including any statutory modification or re-enactment thereof for the time being in force) and the Companies(Appointment and Qualification of Directors)Rules, 2014, as amended from time to time, Mr. Nemai Roy (DIN: 08407411), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible to be appointed as Independent Director of the Company, be and is hereby appointed as Independent Director of the Company for a term of five years commencing 08th April, 2019”*

*Mr. Nemai Roy may be deemed to be concerned or interested in the resolution relating to his appointment.*

*The Board recommends this Resolution for your approval.*

***By Order of the Board  
For Venkateshwara Industrial Promotion Co. Limited***

***Sd/-  
Ekta Kedia  
Company secretary***

***Place: Kolkata  
Date: 04.09.2019***

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHALL BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY BY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

*Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. However a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith*

- 2. The Register of Members and Equity Share Transfer Registers will remain closed from 20<sup>th</sup> September, 2019 to 26<sup>th</sup> September, 2019 (both days inclusive).*
- 3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.*
- 4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.*
- 5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.*
- 6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote*
- 7. 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 the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents (M/s. ABS Consultant Pvt. Ltd.)*
- 8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.*

9. *Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. ABS Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.*
10. *Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.*
11. *In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.*
12. *In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.*
13. *Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members*
14. *Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website [www.vipcl.in](http://www.vipcl.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for E-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [vipcl21@hotmail.com](mailto:vipcl21@hotmail.com).*
15. *Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/S. ABS CONSULTANT PVT. LTD**, Share Transfer Agents of the Company for their doing the needful.*

## **16. Voting through electronic means**

*Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 19.09.2019, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 20th of September, 2019 and will end at 5.00 p.m. on Thursday 26th of September, 2019. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed **Mr. Akhil Agarwal** Practicing Company Secretary (A 35073), to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.*

### **The Instructions for E-Voting are as under:**

*The Company has engaged the services of ABS Consultant Private Limited for facilitating remote e-voting for AGM. The instructions for remote e-voting are as under:*

*(Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period*

- a. Click on "Shareholders" tab*
- b. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "VENKATESHWARA INDUSTRIAL PROMOTION CO. LTD" from the drop down menu and click on "SUBMIT".*
- c. Now Enter your User ID (as mentioned in the Attendance Slip) :*
  - i. For CDSL: 16 digits beneficiary ID,*
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,*
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.*
- d. Next enter the Image Verification as displayed and Click on Login.*
- e. 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.*
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:*
- g. After entering these details appropriately, click on "SUBMIT" tab.*
- h. Members holding shares in physical form will then reach directly 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.*
- i. 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.*

- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.*
- k. Click on the relevant EVSN “VENKATESHWARA INDUSTRIAL PROMOTION CO. LTD” for which you choose to vote.*
- l. 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.*
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.*
- n. 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.*
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.*
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.*
- r. For Non – Individual Shareholders and Custodians:*
- s. ●Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.*
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed 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.*

**I.** *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).*

**II.** *If you are already registered with e-voting then you can use your existing User ID and Password for casting vote.*

- III. The voting rights shall be as per the number of equity share held by the Member(s) as on 19.09.2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.*
- IV. The Companies (Management and Administration) Amendment Rules, 2015 provides that the electronic voting period shall close at 5.00 p.m. on the date preceding the date of AGM. Accordingly, the voting period shall commence at 9.00 a.m. on 23<sup>th</sup> of September, 2019 and will end at 5.00 p.m. on 25<sup>th</sup> of September; 2019. The e-voting module shall be disabled at 5.00 p.m. on the same day.*
- V. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.*  
*The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again*
- VI. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by M/s ABS Consultant Private Limited.*
- 17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date 19.09.2019.*
- 18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of*  
*Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.*
- 19. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.*

**By Order of the Board**  
**For Venkateshwara Industrial Promotion Co. Limited**

**Sd/-**

**Place: Kolkata**  
**Date: 04.09.2019**

**Ekta Kedia**  
**Company Secretary**

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

**SPECIAL BUSINESS:**

**Item No 5**

*The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed **Mr. Pintu Dey (DIN: 08407192)**, as an Additional Director (Non-Executive and Independent Director) at the meeting held on 08th April, 2019 with immediate effect, pursuant to the Section 161(1) and other applicable provisions of the Companies Act, 2013‘*

*Mr Pintu Dey being eligible is proposed to be appointed as a Non- Executive and Independent Director for a term of five years till 07<sup>th</sup> April, 2024.*

*The Company has received the following from Mr Pintu Dey:*

- (a) Consent in writing to act as director*
- (b) Intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and;*
- (c) A declaration to the effect that he meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015‘*

*The resolution seeks the approval of members for the appointment of Mr Pintu Dey as an Non-Executive, Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under He is not liable to retire by rotation.*

**Item No 6**

*The Board of Directors based on the recommendation of Nomination and Remuneration Committee had appointed **Mr. Nemai Roy (DIN: 08407411)**, as an Additional Director (Non-Executive and Independent Director) at the meeting held on 08th April, 2019 with immediate effect, pursuant to the Section 161(1) and other applicable provisions of the Companies Act, 2013‘*

*Mr. Nemai Roy being eligible is proposed to be appointed as a Non- Executive and Independent Director for a term of five years till 07th April, 2024.*

*The Company has received the following from Mr. Nemai Roy:*

- (a) Consent in writing to act as director*
- (b) Intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and;*
- (c) A declaration to the effect that he meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015‘*

*The resolution seeks the approval of members for the appointment of Mr. Nemai Roy as an Non-Executive, Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under He is not liable to retire by rotation.*

**Annexure-A**

The relevant details of directors Who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

<b>Particulars</b>	<b>Mr Nikhil Chandra Shah</b>	<b>Mr Pintu Dey</b>	<b>Mr Nemai Roy</b>
<b>Current Position</b>	Managing Director (Liable to retire by rotation)	Independent director (not Liable to retire by rotation)	Independent director (not Liable to retire by rotation)
<b>Date of birth</b>	25/12/1955	04/05/1976	15/04/1968
<b>Qualification</b>	Graduation	Higher Secondary	Higher Secondary
<b>Experience</b>	Investments and finance	Accounting & taxation	Corporate and commercial Laws
<b>Date of Appointment</b>	08/04/2019	08/04/2019	08/04/2019
<b>Remuneration</b>	Rs 3,00,000/- p.a.	No remuneration paid except sitting fees for attending the meetings of the Company	
<b>Terms &amp; Conditions of Re – Appointment</b>	As per the resolution at item no 4 of the Notice convening this Meeting read With explanatory statement thereto	As per the resolution at item no 6 of the Notice convening this Meeting read With explanatory statement thereto proposed to be re-appointed as Non Executive Director	As per the resolution at item no 6 of the Notice convening this Meeting read With explanatory statement thereto proposed to be re-appointed as Non Executive Director
<b>No. of Board Meetings attended(FY 2018-19)</b>	NIL	NIL	NIL
<b>Shareholding in the Co.</b>	NIL	NIL	NIL
<b>Relationship with other director</b>	NIL	NIL	NIL
<b>Directorship in other Listed entities</b>	NIL	NIL	NIL
<b>Memberships Chairmanship of Committees in other Companies</b>	NIL	NIL	NIL
<b>Other Directorship</b>	NIL	NIL	NIL

**VENKATESHWARA INDUSTRIAL PROMOTION CO. LIMITED.**  
90, PHEARS LANE, 6TH FLOOR, ROOM NO 603, KOLKATA - 700012  
Website: www.vipcl.in, email: vipcl21@hotmail.com, Ph No. 033 3240 3472  
(CIN - L65909WB1981PLC033333)

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**Form No. MGT-11**  
**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]**

CIN : L65909WB1981PLC033333  
Name of the company : Venkateshwara Industrial Promotion Co. Ltd  
Registered office : 90, Phears Lane, 6th Floor, Room No.603, Kolkata-700 012  
E- mail :  
Website :  
Name of the members :  
Registered Address :  
E-mail Id :  
Folio No/ Client ID :  
DP ID :

I/We, being the member of ----- equity shares of the above named company, hereby appoint

Name :  
Address :  
E-mail id :  
Signature :

Name :  
Address :  
E-mail id :  
Signature :

as my/our proxy to attend and vote (on a poll) for me and on my behalf at the 37th Annual General Meeting of the company, to be held on the 26<sup>th</sup> day of September, 2019 At 12.30 P.M at 90, Phears Lane, 6th Floor, room No. 603, Kolkata-700 012 West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

**Ordinary Business:**

1. Approval of financial statements for the year ended 31.03.2019
2. Appointment of Mr. Nikhil Chandra Shah as Director who retires by rotation
3. Appointment of statutory auditors and fixation of their remuneration

**Special Business:**

4. Ordinary Resolution for Regularization of appointment of Mr. Pintu Dey as Director of the Company, who was appointed as an Additional Director.
5. Ordinary Resolution for Regularization of appointment of Mr. Nemai Roy as Director of the Company, who was appointed as an Additional Director.

Signed this .....day of..... 2019

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder(s)\_\_\_\_\_

<p>Please Affix Revenue Stamp</p>
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*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*

*A Proxy need not be member of the Company.*

**VENKATESHWARA INDUSTRIAL PROMOTION CO. LIMITED.**  
**90, PHEARS LANE, 6TH FLOOR, ROOM NO 603, KOLKATA - 700012**  
**Website: www.vipcl.in, email: vipcl21@hotmail.com, Ph No. 033 3240 3472**  
**(CIN - L65909WB1981PLC033333)**

**ATTENDANCE SLIP**

<b>Regd. Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I hereby record my presence at the 37th ANNUAL GENERAL MEETING of the Company being held on 26th September, 2019 at 12.30 P.M. at the Registered Office of the Company at 90, Phears Lane, 6th floor, Room No. 603, Kolkata-700012

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2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

**Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.**

**ELECTRONIC VOTING PARTICULARS**

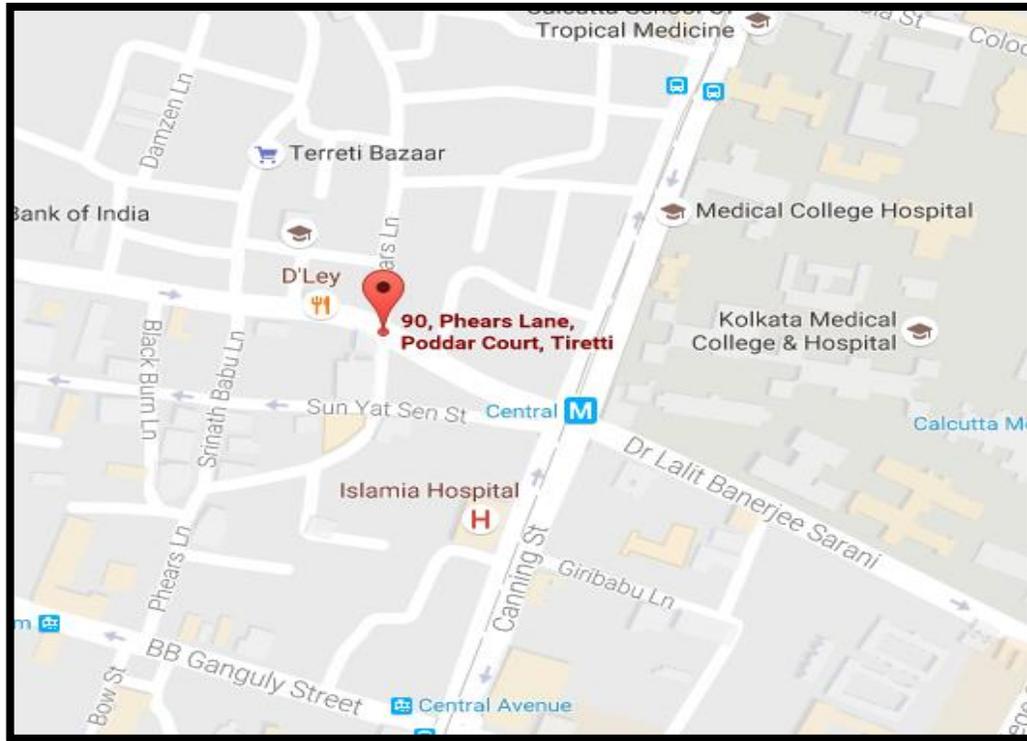
(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

(1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.

(2) Please read the Instructions printed under the Note No. 16 to the Notice dated 04th September, 2019 of the 37th Annual General Meeting. The e-voting period starts from 09.00 A.M. on 23.09.2019 and ends at 5.00 P.M. on 25.09.2019, the e-voting module shall be disabled by CDSL for voting thereafter.

**ROAD MAP TO AGM VENUE**



*90, PHEARS LANE 6TH FLOOR, ROOM NO 603,  
KOLKATA-700012.*