

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO ALL SHAREHOLDERS OF SHREE VIJAY INDUSTRIES LIMITED THAT ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON TUESDAY, THE 30TH SEPTEMBER, 2014 AT ITS REGISTERED OFFICE AT 179, INDUSTRIAL AREA-A, LUDHIANA-141 003 AT 1.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS(S):

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, Statement of Profit & Loss of the Company for the year ended 31st March 2014 and reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mrs. Aanchal Gupta, who retires by rotation and being eligible, offers herself for re- appointment.
3. To appoint M/s N. K. Bector & Co., Chartered Accountants, who retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment and will hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of Annual General Meeting for the year ended 31.03.2017 of the Company and to fix their remuneration.

SPECIAL BUSINESS

4. To approve the Borrowing Limit of the Company

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

"RESOLVED that pursuant to the provisions of Section 180(1) (C) of The Companies Act, 2013 and other applicable provisions, if any and the provisions of the Companies Rules, 2014, Board of Directors of the company can borrow money up to Rs. 50.00 Crores notwithstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed aggregate of its paid-up share capital and free reserves and Board of Directors be and is hereby authorized to provide security and create charge on assets of the company in connection there with."

Further Resolved that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

5. Creation of charge on the assets of the Company

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

RESOLVED that in pursuant to section 180(1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the company be and is hereby accorded to the creation by the Board of Directors of the Company of such mortgages, charges & hypothecations as may be necessary or such of the assets of the company, both present & future, in such manner as the board /committee of the board may direct, together with power to take over the management Company in certain events, to or in favour of financial institutions to secure loans & Limits of an outstanding aggregate value not exceeding Rs. 50.00 crore together interest thereon at the aggregate rates, further interest, liquidated damages, premium on pre payment, costs, charges, expenses and all other money payable by the company to the lending agencies under their respective agreements entered / to be entered by the company in respect of the said borrowings

"RESOLVED FURTHER that board be and is hereby authorized to finalize with the lending agencies, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modification to, or to modify, alter or vary, the terms and conditions of the foresaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

By Order of the Board of Directors

Sd/-

(Baldev Prasad Gupta)

Managing Director cum Compliance Officer

DIN: 00254454

Date: 05.09.2014

Place: Ludhiana

NOTES:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
4. The Register of Member and Share Transfer Books of the company will remain closed from 27th day of September, 2014 to 30th day of September, 2014 (both days inclusive) for the purpose of Annual Closing and AGM.
5. Members holding Shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agent of the Company, viz., Skyline Financial Services Private Limited, D-153, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, quoting their Folio Numbers(s).
6. Physical copies of the Notice and Annual Report for 2014 are being sent to all the members in the permitted mode alongwith Attendance Slip and Proxy Form.
7. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in.
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. Pursuant to the requirements of Corporate Governance under Clause 49 of Listing Agreement entered into with the Stock Exchange(s), the brief particulars of all the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and memberships/chairmanships of Board/ Committees, Shareholding and relationships between Directors inter-se, are provided in the Directors' Report forming part of the Annual Report. Their details are also provided in the explanatory statement to the notice annexed herewith.
10. Members may also note that the Notice of Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website: www.shreevijayg.com 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. For any communication, the Shareholders may also send requests to the Company's designated email id: svild1984@gmail.com.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. As per Section 118 (10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting.

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

The following Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to business mentioned at Item Nos. 4 to 5 of the accompanying Notice dated 05.09.2014.

Item No. 4 & 5

As per the provisions of the Companies Act, 2013, there is restriction on powers of Board and the Board can borrow money up to aggregate of the paid-up share capital and free reserves of the company and if borrowing by the company exceeds aggregate of the paid-up share capital and free reserves of the Company consent of the Shareholders is required by way of special resolution. During the course of business company may need money beyond the restriction imposed under the Companies Act, 2013.

This resolution is put before shareholders to seek their approval by way of a special resolution.

None of the Directors and KMP is interested in the aforesaid resolution.

By Order of the Board of Directors

Date: 05.09.2014
Place: Ludhiana

Sd/
(Baldev Prasad Gupta)
Managing Director cum Compliance Officer
DIN: 00254454