

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 14th ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVAA TRADECOM LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 30, 2024 AT 12:00 P.M. AT 402, SHEEL COMPLEX, MAYUR COLONY, MITHAKHALI, NAVRANGPURA, AHMEDABAD-380009, GUJARAT, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF STANDALONE FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon, be and are hereby considered and adopted."

2) RE-APPOINTMENT OF MRS. SANGITABEN NIRANJANKUMAR JAIN AS A DIRECTOR, WHO RETIRES BY ROTATION

To appoint a Director in place of Mrs. Sangitaben Niranjankumar Jain (DIN: 01923253), who retires by rotation and being eligible, offers herself for re-appointment. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sangitaben Niranjankumar Jain (DIN: 01923253), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3) INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof), consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs.5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) 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 Authorised Share Capital of the Company is Rs.8,00,00,000/- [Rupees Eight Crores only] divided into 80,00,000 [Eighty Lakh] Equity Shares of Rs.10/- [Rupees Ten only] each".

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/ Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

4) APPOINTMENT OF MRS. SHWETABEN ARVINDBHAI SAPARIA (DIN: 10083476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (‘SEBI Listing Regulations, 2015’), Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476), who was appointed by the Board of Directors as an Additional Director with effect from 10th February, 2024 in terms of the provisions of Section 161 of the Act and who holds office as such upto the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149(7) of the Act that she meets the requisite criteria of independence as provided under Section 149(6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing her candidature for the office of Director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476) as an Independent Director (Non-executive) of the Company to hold the office for the term of 5 consecutive years.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476) be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476) shall not be considered as a Director liable to retire by rotation in terms of Section 152 of the Act unless she is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including Committee thereof and /or Company Secretary of the Company be and are hereby severally authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

5) ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment thereto or re-enactment thereof) and any other applicable laws for the time being in force and such other approvals, permissions and sanctions, as may be necessary, approval of Shareholders be and is hereby accorded for alteration, substitution, consolidation and addition in the Objects Clause (Clause III) of the Memorandum of Association (MOA) of the Company in such manner that the entire existing Main Object Clause of the MOA of the Company will be replaced as follows:

1. To carry on in India or elsewhere the business of manufacturing, processing, producing, washing, dyeing, ginning, pressing, spinning, weaving, crimping, texturising, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, buying, selling, reselling, importing, exporting, transporting, storing, fabricating, developing, marketing, or supplying, and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, collaborator, adatia, stokist, liasioner, job worker, export house or otherwise to deal in all types of textile goods, dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic clothes, water proof fabrics, pavliners, limitation leather and rubber cloths, tents, durries, newar, ropes, rugs, furnishing cloths, tapestries, curtain cloths, blankets, carpets, carpet backing, gloves, laces, terry fabrics, velvet, georgette, gabardine, pashminas, home textiles, floor cloths, twid, stechlon, patto, canvas, khaddar, denim, stone wash, suitings, shirting, sarees and other similar items made on powerloom, handloom or mill by manmade or natural materials like cotton, flax, hemp, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, rayon, jute, staple fibres, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.
2. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and natural other and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up all plants and machinery and related equipment including oil, fired or gas fired rotating calcining kilns and other ovens and to carry all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bathware & sanitary wares (including bathware & sanitarywares made of plastic, fibre glass or any other synthetic products) glass and glasswares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinylware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, tablewares hotelwares, decorative wares, garden wares, earthenwares, stonewares, pressed wares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.
3. To carry on the business as producers, manufacturers, factors, agents, deaiers, processors, packers, carpenters, importers, traders of decorative laminates, industriai laminates, sheeting, PVC leather cloth sheets, synthetic resins and plastic of all kinds and types, acrylic sheets, polythelene coated paper, laminated compressed boards, silicon coa:ed papers, decorative texturised coat, melamine formaldehyde moulding powder, phenolic melamine laminates, bonded and coated abrasives, silicon carbide crucibles, abrasive grains and all types, kinds, nature and size of laminated products, sheets, articles, materials of insulation, hard boards, compressed boards, wood flour, boards, sawdust boards, plywood, whether or not containing synthetic resins and/or other binding material whether material synthetic and/arsandwitch thereof, for industrial, commercial and domestic purposes/uses.
4. To carry on business of manufacturing, refining, preparing, trading, importing and exporting all kind and description of solid, liquid, chemical and bio fertilizers, micro nutrients, plant nutrients and to carry on any operation or processes of mixing, granulating different chemicals or fertilizers and for that purpose to carry out acquisition, creation, leasing of movable, immovable, intellectual and other properties, equipment, machinery, accessories, utilities, technology, know-how process etc.
5. To carry on the business of manufacturing, processing, distilling, compounding, formulating, acquiring, buying, selling, importing, exporting and dealing in all enzyme products from animal, microbial, plant sources, vegetable and herb extracts, agricultural products including cattle feed, and all chemicals heavy or fine, organic, inorganic, biological or any other formulations, derivatives and compounds thereof from mineral origin or from other chemicals or from by-products or waste products of other trades and industries and other branded preparations

and compounds, derivatives and formulations thereof and consumers products based thereon, pharmaceutical specialties, surgical specialties, cosmetics, germicides, detergents and acids.

6. To do manufacturing, producing, refining, processing, formulating, mix or otherwise acquire, own, hold, use, lease, mortgage, pledge, buy and sell, exchange, distribute, assign, transfer or otherwise dispose of, trade deal in and with, import or export any and all classes and kinds of agricultural chemicals, fertilizers, manures, their mixtures, bye-products and formulations, petrochemicals, industrial, industrial, and any chemicals, source materials, ingredients, mixtures, derivatives and compounds thereof and industrial and other preparations or products arising from or required in the manufacture, refining of any kind of fertilizers, manures, their mixtures and formulations and fats, dips, sprays, vermifuges, insecticides, germicides, fungicides, disinfecting preparations, fumigators, medicines and remedies for agricultural tree and fruit growing, gardening and other purposes or as remedies for human and animals and whether produced from vegetable, mineral, gaseous, animal and heavy chemicals, petrochemicals, fine chemicals and any and all classes and kinds of inorganic and organic chemicals, source materials, intermediates, ingredients, mixtures, derivatives and compounds thereof and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the preparation, formulation, mixtures or production of which any of the foregoing is used or required.
7. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, neutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
8. To carry on the business as manufacturers, processors, designers, buyers, sellers, exporters, importers and otherwise dealers in all kinds of packing cases, cartons, drums, crates, cans and containers of aluminium and other materials, card board containers, corrugated containers, wooden boxes, plastic containers, polythene containers, bottles, hollow wares etc., whether made of plastic or any manmade fibre, leather, wood, plywood, thermocole, particle board, corrugated paper, craft paper, glass or of other material, including high and low density polythene, polypropylene, plastic, P.V.C. chemicals, metals and other manmade fibrous material used in manufacture of all or any of the above products and raw materials used therefore.
9. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing, in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. Also to act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockiest, liaison, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

RESOLVED FURTHER THAT the Managing Director and/or the Company Secretary of the Company, be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and BSE Limited and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

6) PREFERENTIAL ISSUE OF UP TO 20,00,000 EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON – PROMOTER CATEGORY

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 20,00,000 (Twenty Lakhs) Equity Shares (**“Shares”**) to persons belonging to Promoter and Non-Promoter Category, on preferential basis, at an issue price of Rs. 45/- (Rupees Forty Five Only) including premium of Rs. 35/- (Rupees Thirty Five Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 9,00,00,000/- (Rupees Nine Crore Only), on such further terms and conditions as may be finalized, to the below mentioned persons (**“Proposed Allottees”**):

Sr. No.	Name of the Proposed Allotees	Category of the Allottees	Maximum No. of the Shares proposed to be Allotted
1.	Mitesh Jayantilal Adani	Promoter	8,50,000
2.	Shah Shaileshkumar Chunilal HUF	Public	2,86,000
3.	Shankheshwar Buildcon Private Limited	Public	2,88,000
4.	Joshi Anura Satyam	Public	1,44,000
5.	Satyam S Joshi	Public	1,44,000
6.	Kuber Equity Services LLP	Public	1,44,000
7.	Kesar Tracom India LLP	Public	1,44,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 30th August, 2024, being the date 30

days prior to the date of this Annual General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further continuance or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
For, Vivaa Tradecom Limited**

**Date: 05.09.2024
Place: Ahmedabad**

**Mitesh Jayantilal Adani
(Chairman & Managing Director)
DIN: 03279695**

**Registered Office:-
17, Pirana Piplej Road, Saijpur (Gopalpur),
Piplej, Ahmedabad-382405, Gujarat, India
CIN: U17120GJ2010PLC060395
E-mail ID: cs@vivaatrade.com
Website: www.vivaatrade.com**

NOTES:

- 1) A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 2) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.**

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 and such person shall not act as a proxy for any other person or shareholder.

- 3) A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the AGM.
- 4) A route map giving directions to reach the venue of the 14th Annual General Meeting is given at the end of the Notice.
- 5) Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- 6) The relevant details of the Directors seeking re-appointment/ appointment at 14th Annual General Meeting pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meeting issued by institute of Company Secretaries of India are annexed.

- 7) Members/Proxies are requested to bring their attendance slip for attending the meeting. Members should bring their copy of the Annual Report to the meeting.
- 8) Members seeking any information with regard to accounts of the Company are requested to write to Company at its Registered Office, so as to reach at least 10 days before the date of Meeting to enable Management to keep information ready.
- 9) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, except Saturdays and public holidays between 11:00 a.m. to 2:00 p.m. up to the date of the Meeting.
- 10) Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company’s Registrar & Share Transfer Agent in respect of their shareholding in physical segment by mentioning folio nos., etc.
- 11) 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 or its Share registrars and Transfer Agents.
- 12) The Ministry of Corporate Affairs has taken ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your co-operation to update our databank. Members who have not registered so far, are requested to register their e-mail address, contact telephone number, PAN and Bank Account details, ECS Mandate in respect of electronic holdings with the Depository through their concerned Depository Participants PAN and Bank Account details.
- 13) 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 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to cs@vivaatrade.com.
- 14) In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the e-voting facility through CDSL. This facility is being provided to the Members holding shares in physical and dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
- 15) M/s. RPSS & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Board has also authorised Chairman to appoint one or more scrutinizers in addition to and/or in place of RPSS & Co.

- 16) Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The results declared along with Scrutinizer's Report shall be placed on the Company's website i.e. <https://www.vivaatrade.com/>, on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
- 17) **Voting Through electronic means:-** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members the facility to exercise their right to vote at the 14th Annual General meeting (AGM) by electronic means and the business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL).
- 18) **VOTING THROUGH ELECTRONIC MEANS:-**
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.vivaatrade.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at <https://www.bsesme.com/>. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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) The voting period begins on Friday, 27th September, 2024 (9.00 a.m. IST) and ends on Sunday, 29th September, 2024 (5.00 p.m. IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 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 venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of 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 December 9, 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 e-Voting facility.

Pursuant to 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	1) Users who have opted for CDSL 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat	1) If you are already registered for NSDL IDeAS facility, please visit the eServices website of NSDL. Open web browser by typing the following URL:

mode with NSDL	https://eservices.nsdl.com 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 website.

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 contact at 022-23058738 and 22-23058542-43.
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.

- v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual**

shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, c. Shareholders 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 and voted on an earlier e-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 Shareholders holding shares in Demat Form other than individual 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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).

- vi) After entering these details appropriately, click on “SUBMIT” tab.
- vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the **VIVAA TRADECOM LIMITED** on which you choose to vote.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) Additional Facility for Non – Individual Shareholders and Custodians –Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 at the email address viz; cs@vivaatrade.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to 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 or call at toll free no. 1800 22 55 33

ANNEXURE TO THE NOTICE

BRIEF PROFILE OF DIRECTOR RETIRE BY ROTATION / SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 14th AGM OF THE COMPANY

(In pursuance of Regulation 36(3) of the Securities and Exchange Board of India (LODR) Regulations, 2015)

Name	Mrs. Sangitaben Niranjankumar Jain	Mr. Shwetaben Arvindbhai Saparia
DIN	01923253	10083476
Date of Birth	3 rd January, 1967	21 st April, 1990
Age as on 31 st March, 2024	57 Years (About)	34 Years (About)
Qualification & Experience	She has an experience of more than 10 years in the field of accounting and general administration and more than 20 years of experience in HR field.	B.com, CS (Company Secretary), LL.B. She has more than 10 years' work experience in the field of Direct & Indirect Taxation, Finance, Management, Corporate Governance, Law, and Various regulatory requirements with RBI & Stock Exchange. She has been working with the various industries like, Pharmaceuticals & Chemicals, Banking (NBFC) & Finance.
Relationship with other Directors/ Manager/ KMP	She does not have any relation with other Directors/ Manager/ KMP	She does not have any relation with other Directors/ Manager/ KMP
Remuneration sought to be paid	Nil	Nil
Date of first appointment on the Board	10 th November, 2022	10 th February, 2024
Remuneration last drawn	Nil	Nil
List of Directorship in other Company / Committees membership in other Companies as on 31 st March, 2024	Wynad Estate And Industries Limited- Listed on Calcutta Stock Exchange is on the dissemination Board of NSE. None	- A and M Jumbo Bags Limited – Chairperson of Audit Committee - Shree Marutinandan Tubes Limited - Poshan Nutriwell Private Limited - Sharanam Infraproject and Trading Limited - Fabtech Projects and Engineers Limited
No. of meeting attended during the year	Board - 7 Nomination and Remuneration Committee-2 Stakeholders Relationship Committee- 1	Nil [She was appointed on 10 th February, 2024 as an Additional Director (Non-executive, Independent) on the Board of the Company and no Meeting of Board and Committee was held after her appointment till 31 st March, 2024]
No. of shares held as on 31 st March, 2024	51,000 Equity Shares	Nil
Terms and Conditions of appointment or re-appointment	Re-appointment is as per the provisions of the Companies Act, 2013	She was appointed as an Additional Director (Non-executive, Independent) on the Board of the Company a term of 5 (five) years commencing on 10 th February, 2024, subject to approval of Shareholders in the ensuing AGM and she shall not be liable to retire by rotation

**By Order of the Board of Directors
For, Vivaa Tradecom Limited**

Date:05.09.2024
Place: Ahmedabad

**Mitesh Jayantilal Adani
(Chairman & Managing Director)
DIN: 03279695**

Registered Office:-
17, Pirana Piplej Road, Saijpur (Gopalpur),
Piplej, Ahmedabad-382405, Gujarat, India
CIN: U17120GJ2010PLC060395
E-mail ID: cs@vivaatrade.com
Website: www.vivaatrade.com

STATEMENT SETTING OUT MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT), SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (THE LISTING REGULATIONS)

ITEM NO. 3: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to Increase the Authorised Share Capital of the Company from Rs.5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each to Rs.8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in the General Meeting under Sections 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above **Ordinary Resolution** for your approval.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 4: APPOINTMENT OF MRS. SHWETABEN ARVINDBHAI SAPARIA (DIN: 10083476) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to the provisions of the Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476) as an Additional Director the Company with effect from 10th February, 2024. Pursuant to provisions of Section 161 of the Act, Mrs. Shwetaben Arvindbhai Saparia would hold office up to the date of this Annual General Meeting.

Further, the Board of Directors also appointed her as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a notice in writing, from Mrs. Shwetaben Arvindbhai Saparia, under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mrs. Shwetaben Arvindbhai Saparia, consent in writing to act as a Director of the Company and declaration to the effect that she is not disqualified under Section 164 of the Companies Act, 2013. Also Mrs. Shwetaben Arvindbhai Saparia has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Mrs. Shwetaben Arvindbhai Saparia is a Company Secretary having an extensive experience in the field of regulatory, legal and secretarial matters for more than 5 years.

In the opinion of the Board, Mrs. Shwetaben Arvindbhai Saparia fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that she is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of 5 years subject to necessary approvals. The Board considers that her experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore, it would be desirable to appoint her as an Independent Director of the Company, for a period of 5 Years.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for appointment of Mrs. Shwetaben Arvindbhai Saparia (DIN: 10083476) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing her profile is given in the Notes to the Notice of this 14th Annual General Meeting.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.

The Board recommends the resolution as set out in the Item no. 4 of the accompanying Notice for the approval of the members of the Company by way of **Special Resolution**.

Except Mrs. Shwetaben Arvindbhai Saparia, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is engaged in the business of textile sector. Now the Company intends to expand its business operations by adding few more activities in its existing Object Clause as described in the Item No. 5 of the Notice of the Annual General Meeting.

Further, the existing Object Clause of the Memorandum of Association (MOA) of the Company was framed in terms of the provisions of the Companies Act, 1956 and having 3 Parts of the Object Clause (Clause III) of the MOA of the Company. However, in terms of the provisions of the new Companies Act, 2013 read with Table A of Schedule I of the Companies Act, 2013, the requirements of separately indicating the "Main Objects", "Incidental or Ancillary Objects" and "Other Objects" has been changed and thus, the Objects Clause (Clause III) of the MOA is proposed to be amended as under so as to adopt the Nomenclature and Parts as provided in the Table A of Schedule I of the Companies Act 2013:

The Objects Clause (Clause III of MOA) will now have 2 Parts viz.

Part A - 'The Objects to be pursued by the Company on its incorporation'; and

Part B - 'Matters which are necessary for furtherance of the Objects specified in Part A'.

Accordingly, the entire Object Clause (Clause III) of the MOA of the Company will be altered with few additions or deletions and will be replaced with new Object Clause, draft of which will be tabled and or available at the Meeting.

The new set of Memorandum of Association is also available for inspection at the Registered Office of the Company on any working day during business hours.

The Board of Directors recommends the above **Special Resolution** for your approval.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the relatives of any Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

ITEM NO. 6: PREFERENTIAL ISSUE OF UP TO 20,00,000 EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON – PROMOTER CATEGORY

The Special Resolution contained in Item No. 6 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 20,00,000 Equity Shares ('Equity') at the issue price of Rs. 45/- including premium of Rs. 35/-, aggregating up to Rs. 9,00,00,000/- (Rupees Nine Crore Only).

The proposed Preferential Issue is to be issued to the persons belonging to Promoter and Non-Promoter Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Thursday, September 05, 2024.

The approval of the members is accordingly being sought by means of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

A. Objects of the Preferential Issue

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

1. Working Capital Requirements
2. Repayment of unsecured loan availed from Mr. Miteshbhai Jayantilal Adani, Promoter of the Company
3. General corporate purpose
(hereinafter collectively referred to as "Objects")

B. Particulars of the offer including the maximum number of specified securities to be issued

Preferential Issue of up to 20,00,000 Equity Shares ('Equity') at the issue price of Rs. 45/- including premium of Rs. 35/-, aggregating up to Rs. 9,00,00,000/- (Rupees Nine Crore Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

C. The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer

None of the Promoter or Promoter Group except Mr. Mitesh Jayantilal Adani (DIN: 03279695) has intended to subscribe the offer.

D. The Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to "Promoter & Promoter Group" & "Non – Promoter" is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
A) Promoter Shareholding					
1) Indian					
Individuals & HUF	11,85,750	30.11	8,50,000	20,35,750	34.29
Bodies Corporate	-	-	-	-	-
Total (A)(1)	11,85,750	30.11	8,50,000	20,35,750	34.29
2) Foreign	-	-	-	-	-
Total Promoter holding (A1 + A2)	11,85,750	30.11	8,50,000	20,35,750	34.29
B) Public Shareholding					
1) Institutional Investors	-	-	-	-	-
2) Non – Institutional Investors					
Individuals	24,57,750	62.42	2,88,000	27,45,750	46.24
Bodies Corporate	10,000	0.25	5,76,000	5,86,000	9.87
NRIs	8000	0.20	-	8000	0.13

HUF	1,04,000	2.64	2,86,000	3,90,000	6.57
Others	1,72,000	4.37	-	1,72,000	2.90
Total (B)(2)	27,51,750	69.89	11,50,000	39,01,750	65.71
Total Public Holding (B1 + B2)	27,51,750	69.89	11,50,000	39,01,750	65.71
C)Non – Promoter Non-Public	NIL	NIL	NIL	NIL	NIL
Total (A + B + C)	39,37,500	100.00	20,00,000	59,37,500	100.00

Notes:

- (1) The pre-issue shareholding pattern is as on June 30, 2024
- (2) Post shareholding structure may change depending upon any other corporate action in between.

E. Proposed time limit within which the allotment shall be complete

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

F. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

Not Applicable. Since, the Company has not made Preferential Issue of any Securities during the year.

G. Valuation for Consideration other than Cash

Not Applicable

H. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

I. Not Applicable

J. Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares of the Company are listed on BSE ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as:

- I. the 90 trading days' volume weighted average price of the related Equity Shares quoted on the recognized Stock Exchange preceding the Relevant Date i.e., Rs. 34.91/- per Equity Share;
- II. the 10 trading days' volume weighted average price of the related Equity Shares quoted on a recognized Stock Exchange preceding the Relevant Date i.e., Rs. 42.91/- per Equity Share; whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Equity may be issued computes to Rs. 42.91/- each. Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis. As the proposed allotment is less than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations, the valuation report from the independent registered valuer is not applicable.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 45/- (Rupees One Thousand Three Hundred Eighty Eight Only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

K. The Class or Classes of Persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Promoter as well as Non – Promoter Category as detailed in the resolution.

L. The Price or Price Band at / within which the allotment is proposed

The Equity Shares are proposed to be issued at an issue price of Rs. 45/- per share, including premium of Rs. 35/- per share, as per the price determined in terms of Regulation 164 of the SEBI ICDR Regulations.

M. The Identity of the natural person who are the Ultimate Beneficial Owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Mitesh Jayantilal Adani	Promoter	Not Applicable
2.	Shah Shaileshkumar Chunilal HUF	Public	Shaileshkumar Chunilal Shah
3.	Shankheshwar Buildcon Private Limited	Public	Manish Kirtilal Shah Mukesh Havelikar
4.	Joshi Anura Satyam	Public	Not Applicable
5.	Satyam S Joshi	Public	Not Applicable
6.	Kuber Equity Services LLP	Public	Premal Mukundbhai Shah Keval Arvind Modi
7.	Kesar Tracom India LLP	Public	Mohit Hemant Nagarsheth Keval Arvind Modi

N. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Name	Pre-Issue Shareholding Structure		Equity Shares to be Allotted	Post – Issue Shareholding	
	No. of Shares	%		No. of Shares	%
Mitesh Jayantilal Adani	11,85,750	30.11	8,50,000	20,08,465	33.83
Shah Shaileshkumar Chunilal HUF	0	0.00	2,86,000	2,86,000	4.82
Shankheshwar Buildcon Private Limited	0	0.00	2,88,000	2,88,000	4.85
Joshi Anura Satyam	0	0.00	1,44,000	1,44,000	2.43
Satyam S Joshi	0	0.00	1,44,000	1,44,000	2.43
Kuber Equity Services LLP	0	0.00	1,44,000	1,44,000	2.43
Kesar Tracom India LLP	0	0.00	1,44,000	1,44,000	2.43

O. Lock-in Period

- 1) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- 2) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

P. Issue Price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Friday, August 30, 2024, for the purpose of computation of issue price of Equity.

Q. Change in Control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares of the Company.

R. Undertaking;

- None of the Company, its Directors or Promoters is categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is hereby undertaken that if the re-computation of the price of the specified securities in terms of the provisions of the regulations of ICDR Regulations is required to be carried out, the Issuer shall do the same.
- If on account of the re-computation of the price, if the amount is payable on re-computation of price, the allottees shall pay the consideration accordingly, if necessary. If the price is not paid upon re-computation within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

S. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

T. The Current and Proposed status of the allottee(s) post the preferential issues namely, Promoter or Non – Promoter

Sr. No.	Name of Allottee(s)	Current Status	Post Status
1.	Mitesh Jayantilal Adani	Promoter	Promoter
2.	Shah Shaileshkumar Chunilal HUF	Non-promoter	Non-promoter
3.	Shankheshwar Buildcon Private Limited	Non-promoter	Non-promoter
4.	Joshi Anura Satyam	Non-promoter	Non-promoter
5.	Satyam S Joshi	Non-promoter	Non-promoter
6.	Kuber Equity Services LLP	Non-promoter	Non-promoter
7.	Kesar Tracom India LLP	Non-promoter	Non-promoter

U. Practicing Company Secretary's Certificate

The certificate from Mr. Sharvil B. Suthar (Mem. No. F11466) partner of M/s. Suthar & Surti, Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: <https://www.vivaatrade.com/>.

V. Details of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution;

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except mentioned above in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 6 of this Notice.

The Board of Directors recommends the resolution as set out in Item No 6 of this Notice for the Issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.

**By Order of the Board of Directors
For, Vivaa Tradecom Limited**

Date: 05.09.2024

Place: Ahmedabad

**Mitesh Jayantilal Adani
(Chairman & Managing Director)
DIN: 03279695**

**Registered Office:-
17, Pirana Piplej Road, Saijpur (Gopalpur),
Piplej, Ahmedabad-382405, Gujarat, India
CIN: U17120GJ2010PLC060395
E-mail ID: cs@vivaatrade.com
Website: www.vivaatrade.com**

ATTENDANCE SLIP

VIVAA TRADECOM LIMITED

Reg. Off.: 17, Pirana Piplej Road, Saijpur (Gopalpur), Piplej, Ahmedabad, Gujarat - 382405

CIN: U17120GJ2010PLC060395 | E-Mail: cs@vivaatradecom.com | Ph.: 7859869513

14th Annual General Meeting to be held on Monday, September 30, 2024 at 12.00 p.m.

DP. Id*		
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company.

Signature of Member(s)/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

-----Cut Here-----

PROXY FORM

Form No MGT-11

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

CIN	U17120GJ2010PLC060395
Name of Company	VIVAA TRADECOM LIMITED
Reg. Office Address	17, Pirana Piplej Road, Saijpur (Gopalpur), Piplej, Ahmedabad, Gujarat - 382405
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of **VIVAA TRADECOM LIMITED** hereby appoint

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 14th Annual General Meeting of the Company to be held on 30/09/2024 at 12:00 p.m. and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1			
2			
3			
Special Business			
4			
5			
6			

Signed on thisday of2024

Affix
Revenue
Stamp

Signature of Shareholder / Signature of Proxy

NOTE:

1. The Proxy need not be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

ROUTE MAP FOR AGM

