

Virdhi Commercial Company Limited

Registered Office: "Krishna", 7TH Floor Room no 711

224, A.J.C.Bose Road, Kolkata-700 017

www.virdhicommercial.net, E-mail: virdhicom@rediffmail.com

NOTICE

NOTICE is hereby given that 34th Annual General Meeting of the Members of Virdhi Commercial Company Limited will be held at its Registered Office at 'Krishna' Room No.711, 224, A. J. C. Bose Road, Kolkata-700 017 on Wednesday, 28th September 2016 at 12.30 P.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statement for the financial year ended 31st March, 2016 together with the Reports of the Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statement for the financial year ended 31st March, 2016 together with the Report of Auditors thereon.
3. To elect a director in place of Smt. Alpana Agarwal (DIN:00050237) who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of the Auditors and fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification, the following Resolution as an ordinary Resolution:

"Resolved that pursuant to the provision of sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules Viz. Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Rungta & Rungta, firm, Chartered Accountant (Registration No. 0305134E), which has been approved at the Annual General Meeting held on September 29, 2014 for the term of 3 years, i.e. from the conclusion of the 32nd Annual General meeting until the conclusion of the 35th Annual General Meeting, be and is hereby ratified for the Financial Year 16-17 at such remuneration to be fixed by the Board of directors of the company, based on the recommendation of the Audit Committee, in addition to reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE

EFFECTIVE SHOULD BE COMPLETED STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE CORPORATE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.

2. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will be closed from Thursday 22nd September 2016 to Wednesday, 28th September 2016, both days inclusive.
3. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant (DP), which would be changed automatically in the company's record which will help the company to provide efficient and better service to the members.
4. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
5. All documents if any referred to in the notice are open for inspection at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting and also at the meeting.
6. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least seven days in advance of the AGM.
7. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
8. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.

10. Electronic copy of the Annual Report for 2016 is being sent to all the Members whose e-mail 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 the Members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year, to the Member to register his/her e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. www.virdhicommercial.net

11. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by Institute of Companies Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II. The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The proceed and manner for remote e-voting are as under:**
 - i. The e-voting period commences on 25th September, 2016 (9.00 a.m. IST) and ends on 27th September, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date 21st, September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on "Shareholders" tab.

- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first 2 Characters of the name of First Holder and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in capital letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company then please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xi. Click on the EVSN for the relevant **“Virdhi Commercial Co.Ltd.”** on which you choose to vote.
- xii. 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.
- xiii. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- xviii. Note for Non –Individual Shareholders and custodians
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create 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 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (**“FAQs”**) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- xx. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the

Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at ajasso.abhijeet@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.
13. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date 21st September, 2016. A member who is not a member as on cut-off date should treat this notice for information purpose only.
14. The shareholder shall have one vote per equity share held by them as on the cutoff date 21st September, 2016. The Facility of e-voting would be provided once for every folio/ client id. Irrespective of the number of joint holder.
15. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Any person who acquires shares after dispatch of the Notice of Annual General meeting and holding shares as on the cut-off date i.e 21st September, 2016, are requested to send the written / email communication to the Company at virdhicom@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. CS Abhijeet Jain of A&J Associate, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later 48 hours from the conclusion of the meeting, a consolidated Scrutinizer's Report to the Chairman of the Company.

20. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.virdhicommercial.net. and on the website of CDSL www.evoting.com and communicated to the CSE Limited where the shares of the Company are listed.

By Order of the Board

Kolkata, 12th August 2016

Alpana Agarwal
(Director)
(DIN:00050237)

(CIN) : L67120WB1982PLC034846
Website: www.virdhicommercial.net
E-mail : virdhicom@rediffmail.com

Registered Office:
"Krishna", 224, A.J.C.Bose Road,
Kolkata-700 017

Annexure to the Notice

Details of director retiring by rotation, seeking re- appointment at the forthcoming Annual General Meeting

(In Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations with stock Exchange and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India)

Particulars	Smt. Alpana Agarwal
Age	51 years
Qualification	B.Com
Experience	Promoter Director of the Company having an experience of over 20 years.
Terms and Conditions of Re – appointment	As per the resolution passed by the shareholders in the Annual General Meeting held on 28 th September, 2015, Smt. Alpana Agarwal was re-appointed as Whole Time Director of the Company
Remuneration last drawn	Rs.855000/-p.a
Remuneration proposed to be paid	As per existing terms and conditions
Date of First Appointment on the Board	25.07.1996
Board Meeting Attendance	Attended 7out of 8 Board meeting held
Other Directorships	None
Chairmanship/Membership of Committee	None
Shareholding in the Company	114025
Relationship with Other directors	There is no inter-se relationship between Smt Alpana Agarwal, other members of the Board and KMP of the Company.

ROUTE MAP TO THE AGM VENUE



VIRDHI COMMERCIAL CO. LTD.
 CIN: L67120WB1982PLC034846
 Registered Office: “Krishna”, 7TH Floor Room no 711
 224, A.J.C.Bose Road, Kolkata-700 017
 www.virdhicommercial.net, E-mail :virdhicom@rediffmail.com

PROXY FORM

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

CIN	L67120WB1982PLC034846		
Name of the Company	Virdhi Commercial Co. Ltd.		
Registered Office	“Krishna”, 7 TH Floor Rno 711 224, A.J.C.Bose Road, Kolkata-700 017		
Name of the Member(s)			
Registered Address			
E-mail Id			
Folio No./Client Id		DP ID	

I/We, being the member (s) of ----- shares of the above named Company, hereby appoint

1.	Name		
	Address		
	E-mail Id	Signature	
	Or failing him		
2.	Name		
	Address		
	Email ID	Signature	
	Or failing him		
3.	Name		
	Address		
	Email ID	Signature	

As my/our proxy to attend and vote (on a poll) and on my/ our behalf at the 34th Annual General Meeting of the Company, to be held on Wednesday, 28th September, 2016 at 12.30 P.M at “Krishna”, 7TH Floor Room no 711, 224, A.J.C. Bose Road, Kolkata-700 017and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	Vote (Optional) (See Note No. 3)
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		For	Against
Ordinary Business			
1.	Consider and Adopt Audited Standalone Financial Statements for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditors thereon		
2.	Consider and Adopt Audited Consolidated Financial Statements for the financial year ended March 31, 2016 and the Reports of Auditors thereon		
3.	To elect a director in place of Smt. Alpana Agarwal who retires by rotation and being eligible, offers herself for reappointment.		
3.	To ratify the appointment of Rungta & Rungta as Auditors and fixing of their remuneration		

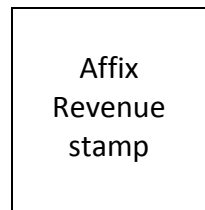
Signed this----- day of-----2016.

Signature of Shareholder:-----

Signature of 1st Proxy holder:-----

Signature of 2nd Proxy holder:-----

Signature of 3rd Proxy holder:-----



Note:

1. 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.
2. Any alteration or correction made to this proxy form must be initialed by the signatory/signatories.
3. If you wish to vote for a resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit.

VIRDHI COMMERCIAL CO. LTD.

CIN: L67120WB1982PLC034846

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224, A.J.C. Bose Road, Kolkata-700 017
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ATTENDANCE SLIP

DP ID No.*		Regd Folio No.	
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Client ID No.*		No. of Share(s) held	
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*Applicable for shares held in electronic form

I hereby record my presence at the 34th Annual General Meeting of the Company held on Wednesday, 28th September, 2016 at 12.30 P.M at the "Krishna", 7TH Floor Room No 711, 224, A.J.C. Bose Road, Kolkata-700 017

Full name of shareholder/Proxy-----
(In Block Letter)

Signature of Shareholder/ Proxy

ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	PASSWORD
160817024	Please refer to Note No. 11 - III in the Notice of the AGM	