



A Govt. Recognised One Star Export House

Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

B/h.. International Hotel, Narol-Insanpur Road, Narol, Ahmedabad-382 405. (Guj.) INDIA. Ph.: 91-079-2573 1800-1900,
(M) 9328804500-6300-7400 E-mail : cfo@vinnyoverseas.in, vinnyoverseas@gmail.com, vinnyoverseas2001@yahoo.com
Web. : www.vinnyoverseas.in CIN : L51909GJ1992PLC017742

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF VINNY OVERSEAS LIMITED WILL BE HELD AT SHORTER NOTICE ON MONDAY, SEPTEMBER 30, 2019 AT 03:00P.M. AT ITS REGISTERED OFFICE, B/H INTERNATIONAL HOTEL, NAROL-ISANPUR ROAD, NAROL, AHMEDABAD-382405 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial of the company for the year ended 31st March, 2019, which include the statement of Profit & Loss and cash flow statement for the year ended 31st March 2019, the balance sheet as at that date, the auditor's report thereon, and the Director's report;
2. To appoint a director in place of Mrs. Vandani Sumanth Chowdhary, who retires by rotation and being eligible, offers herself for re-appointment;

Mrs. Vandani Sumanth Chowdhary, being longest in the office amongst the Directors liable to retire by rotation is proposed to retire at the ensuing Annual General Meeting. She has given his expertise, experience in the Textile Industry and his contribution to the success of the Company, it is proposed to re-appoint him as a Director.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mrs. Vandani Sumanth Chowdhary, 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. **To Convene the Annual General Meeting at shorter notice:**



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

“RESOLVED THAT the requisite consent of the shareholders of the company as per proviso to section 101(1) of the companies act, 2013 is accorded to calling for this Annual General Meeting under section 101(1) of the companies act, 2013 at the registered office of the company at B/H International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382405 on September 30, 2019 at 3:00 P.M.

FOR- VINNY OVERSEAS LIMITED

Hiralal Jagdishchand Parekh
(Managing Director)



Place: Ahmedabad
Date: 17/09/2019

Annexure to Notice:

Explanatory statement pursuant to section 102 of the companies act, 2013.

ITEM No. 3: Convene Annual General Meeting at shorter Notice.

In terms of section 101(1) of the companies act, 2013 a general meeting of a company may be called by giving not less than clear 21 days' notice either in writing or through electronic mode in such manner as may be prescribed.

Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote at such meeting.

Your directors recommend the resolution for your approval.

None of the directors, Key managerial personnel (KMP) of the company and the relative of director and KMP is in any way concerned or interested in the proposed resolution.

NOTES:

1. The Company is listed with NSE on EMERGE (SME) platform.
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 proxies to be effective should be deposited proxy form 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. 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.
4. Members/Proxies should fill Attendance Slip for attending the meeting.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013, as SME listed Company is not Mandatory to provide E-voting Facility.
6. The register of the Members and share Transfer book of the company shall remain closed from 26th September 2019 to 30th September 2019. (both days inclusive)
7. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
9. 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.
10. Members holding shares in physical form and who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
11. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
12. Members who are holding shares in identical names in more than one folio are requested to send to the Registrar and Share Transfer

Agent ('RTA'), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.

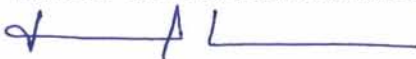
13. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.

14. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.Vinnyoverseas.in and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. www.nseindia.com

15. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2018-19 is being sent in the permitted mode and members are requested to bring their copy of the Annual Report with them at the meeting.

16. Route Map showing directions to reach to the venue of the AGM is given as per the requirement of the Secretarial Standards-2 on "General Meeting."

FOR- VINNY OVERSEAS LIMITED



Hiralal Jagdishchand Parekh

(Managing Director)

Place: Ahmedabad

Date: 17/09/2019



ADDITIONAL INFORMATION

Brief profile of the directors seeking appointment/re-appointment/change in the remuneration at the ensuing Annual General Meeting pursuant to Regulation 36 (3) of SEBI (LODR) Regulations, 2015.

Name of the Director: Vandani Sumanth Chowdhary

DIN: 03048990

Date of Birth 14.12.1986 (33 Years)

Date of first appointment on the Board 12/05/2010

Qualification, Experience & Expertise

Chartered Accountant.

Directorships in other Companies Sanfo Foods Private Limited

51% of Shares held in the Company-

Relation between Directors inter-se NA

Form No. MGT-11
Proxy form

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

CIN: L519GJ1992PLC017742

Name of the company: Vinny Overseas Limited

Registered office: B/H International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382405(GJ)

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

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

Name:

Address:

E-mail Id:

Signature:....., or failing him

Name:

Address:

E-mail Id :

Signature:.....,

as my/our proxy to attend and vote (on a poll) on my/our behalf at the Annual General Meeting of the company, to be held on Monday 30th September 2019 at 03:00 P.M. at B/H International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382405 and at any adjournment thereof.

Signed this..... day of..... 20....

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

CONSENT OF MEMBERS TO CONVENE AGM AT SHORTER NOTICE

To,

The Board of Directors
Vinny Overseas Limited
B/H International Hotel,
Narol-Isanpur Road, Narol
Ahmedabad-382405 (GJ)

Dear Sir,

I/We,, the member/s holding an(in words) equity shares of the company as on date representing% of the total paid up share capital and also have an entitlement to vote at such meeting, hereby do accord mine/our consent to convene the ensuing AGM of the company at a shorter notice.

Kindly do the take same on your record.

Thanking You,

Signature:.....

Name of the Member:

Date:

Place:

ATTENDANCE SLIP

- 1 Name of The Attending Member (In Block Letter):
2. Registered folio no.
3. Name of proxy (in block letters)
(to be filled if the proxy attends instead of the member)

No of Shares held

I hereby record my presence at Annual General Meeting of the Company at B/H International Hotel, Narol-Isanpur Road, Narol, Ahmedabad-382405 on Monday, 30th September 2019 at 03.00 P.M.

Member's / Proxy's Signature

ROUTE MAP TO THE VENUE OF AGM:

