



**VMV HOLIDAYS
LIMITED**
(A BSE Listed Company)

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Gajraj Signature, Kolkata-700026
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E-mail : info@vmvholidays.com
Web : www.vmvholidays.com
CIN : L63090WB2010PLC151907

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Tenth Annual General Meeting of **VMV HOLIDAYS LIMITED** will be held on Friday, 04th September, 2020 at 09:15 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1:

To consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2020 and the Reports of the Auditors and Board of Directors thereon.

Item No. 2:

To re-appoint Mr. Vikram Bajaj (DIN: 00553791), Director of the Company, who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modifications, the following resolutions of Item No. 3, 4 & 5, as Special Resolutions:

Item No. 3:

Approval for Re-appointment of Mr. Lokesh Patwa as Whole Time Director of the Company:

"**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of the Nomination & Remuneration Committee, Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the re-appointment, including payment of remuneration, of Mr. Lokesh Patwa (DIN: 06456607) as a Whole-Time Director of the Company, for a period of one year with effect from 01 May, 2020 on the terms and conditions contained in a letter to be issued to Mr. Lokesh Patwa, the main terms of which are included in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to modify, determine and/or revise the terms, remuneration and other benefits payable to Mr. Lokesh Patwa as Whole-Time Director of the Company including the monetary value thereof, to the extent recommended by Nomination & Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits as prescribed under the act.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to do all such acts, things and deeds as required to give effect to the above resolution, to sign documents and papers, on behalf of the Company or to file forms and do all such other acts, things or deeds in connection therewith and incidental thereto."

Item No. 4: To increase the overall managerial remuneration and approval of remuneration payable to Mr. Lokesh Patwa beyond ceiling limits:

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 203 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee, approval of the members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year i.e. 11% (eleven per cent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 to pay remuneration beyond these limits but not exceeding Rs. 50 Lakhs per annum at any point of time .

"RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 and the rules made there under {including any statutory modification or re-enactment thereof} read with Schedule V of the Companies Act, 2013 and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the shareholders of the Company be and is hereby accorded to pay remuneration beyond the overall limit of managerial remuneration payable by the company to Mr. Lokesh Patwa, Whole-Time Director of the Company, with effect from 01st May, 2020.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary and modify the aforesaid managerial remuneration for the period stated above including salary, perquisites and commission payable to Mr. Lokesh Patwa in such manner as may be agreed to between the Board and Mr. Lokesh Patwa but not exceeding Rs. 20 Lakhs per annum at any point of time.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

Item No. 5: Variation in the Object Clause of the Prospectus, dated June 18, 2015 for utilization of Issue Proceeds

“RESOLVED THAT pursuant to provisions of Section 27 and Section 13 of the Companies Act, 2013, as amended (“Companies Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018, as amended, and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of the Members of the Company be and is hereby accorded to vary the terms referred to in the prospectus (the ‘Prospectus’) in relation to the terms of utilization of the proceeds received from the initial public offering of equity shares (the ‘IPO’) made in pursuance of the Prospectus and utilize the unutilized amount for the objects and in the manner as mentioned in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT pursuant to provisions of Section 27 read with Section 13 of the Companies Act, 2013 and relevant regulations made there under consent of the members of the Company be and is hereby accorded for utilizing the unutilized amount of Rs. 38.16 Lakhs available from the proceeds of IPO for the purpose of “Setting up office at Mumbai” which were reserved earlier for of “Expansion of Online Services” in the objects of the IPO.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the ‘Board’, which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

**By Order of the Board
For VMV HOLIDAYS LIMITED**

**Place: Kolkata
Date: 28.07.2020**

Sd/-

**Sunita Gupta
(Company Secretary & Compliance officer)
M. No.:57186**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the special business is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular numbers 14/2020, 17/2020, 20/2020 dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 respectively issued by Ministry of Corporate Affairs (MCA), Government of India, and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM during the calendar year 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).
3. Pursuant to the above circulars issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. 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 the Circulars issued by the MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

5. AGM through VC/OAVM:

- i) The Members can join the AGM on Friday, 04 September, 2020 through VC/OAVM mode 15 minutes before and after the scheduled time of AGM by clicking on the link <https://www.evoting.nsdl.com/> under members login, where the EVEN of the Company will be displayed, by using the remote e-voting credentials and following the procedures mentioned later in these Notes. The said process of joining the AGM will commence from 9.00 A.M. and may be closed at 9.30 A.M. or soon thereafter.
- ii) The facility of attending the AGM will be made available to 1000 members on a first-come-first-served basis.

- iii) Members who would like to express any views, or, during the AGM ask questions may do so in advance by sending in writing their views or questions, as may be, along with their name, DP ID and Client ID number/folio number, email id and mobile number, to reach the Company's email address at vmvholidays.sme@gmail.com latest by Monday, September 1, 2020 by 5.00 P.M.
 - iv) When a pre-registered speaker is invited to raise at the AGM his/her questions, already emailed in advance as requested in para (iii) above, but he / she does not respond, the turn will go to the next pre-registered speaker to raise his/her questions. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with stable internet speed.
 - v) The Company reserves the right to restrict the number of questions/speakers, as appropriate, for smooth conduct of the AGM.
6. The Register of Members of the Company will remain closed from 29 August, 2020 to 04 September, 2020, both days inclusive.
7. All documents referred to in the Notice are put up on the Company's website and can be accessed at - <https://www.vmvholidays.com>

8. Instructions for attending the AGM:

- i) In view of the outbreak of the COVID-19 pandemic, social distancing norm has to be followed and pursuant to the Circulars, physical attendance of the members at the AGM is not required and AGM has to be held through VC/ OAVM. Hence, members can attend and participate in the ensuing AGM only through VC/OAVM as mentioned in Note 3 above, as arranged by the Company with National Securities Depository Limited (NSDL).
- ii) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
- iii) Since the AGM will be held through VC/ OAVM, where physical attendance of members has been dispensed with, there is no requirement of proxies and hence, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail to hemantsharmaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in

- iv) The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first-come-first-served basis. This will not include Large Members (i.e. members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
- v) In compliance with the Circulars, Notice of the AGM along with the Annual Report for the year 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company or Central Depository Services (India) Limited / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the year 2019-20 will also be available on the Company's website www.vmvholidays.com, websites of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited, at www.bseindia.com. Additionally, Notice of the AGM will also be available at <https://www.evoting.nsdl.com>.
- vi) Members whose email addresses are not registered as above can register the same in the following manner:
 - a) Members holding share(s) in physical mode are requested to send the following details for registration of their email id: Folio No., Name of shareholder, Mobile no., email id and self-attested scanned copy of PAN card by email to the Company at vmvholidays.sme@gmail.com or to Cameo at investor@cameoindia.com.
 - b) Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants ("DPs") for receiving all communications from the Company electronically.
- vii) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- viii) Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
- ix) During the AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon logging to the NSDL e-voting system at www.evoting.nsdl.com.

- x) Members who need assistance before or during the AGM with regard to use of technology, can:
 - a) Send a request at evoting@nsdl.co.in or use Toll free no.: 1800-22-990; or
 - b) Contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in / 022-24994545 or contact NSDL on evoting@nsdl.co.in or on Telephone No. 1800-222-990.
- xi) Members are encouraged to join the Meeting through Laptops for better experience. When the meeting is in progress, please keep your device under 'Mute' mode, except when you have pre-registered yourself as a speaker and are invited to speak at the AGM.
- xii) Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- xiii) Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM of the Company through VC/OAVM facility.
- xiv) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- xv) The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. The instructions for Members for Remote E- Voting are as under:

The remote e-voting period begins on Tuesday, 01 September, 2020 at 9.00 A.M. and ends on Thursday, 03 September, 2020 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step-1 are mentioned below:

How to Log-into NSDL e-Voting website?

- i) 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.
- ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- iv) Your User ID details are given below :

**Manner of holding shares i.e. Your User ID is:
Demat (NSDL or CDSL) or Physical**

- | | |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID

For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

- v) Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii) Now, you will have to click on "Login" button.
- ix) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii) Select “EVEN” of company for which you wish to cast your vote.
- iv) Now you are ready for e-Voting as the Voting page opens.
- v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

A) GENERAL GUIDELINES FOR SHAREHOLDERS :

- i) Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hemantsharmaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 - 24994545 or at E-mail id evoting@nsdl.co.in.