VISAMAN GLOBAL SALES LIMITED

(CIN: U24311GJ2019PLC108862)
Registered Office: C/O., Jain Traders, 8, Sorathia Wadi Near Narmada,
80 Feet Road, Rajkot-360002, Gujarat, India.
E-mail: visamansales@gmail.com Ph. No (O). 9023730627
Website: visamanglobalsales.com

Date: 03-09-2024

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex [BKC],
Bandra [East], Mumbai – 400 051,
Maharashtra, India
Symbol: VISAMAN ISIN: INE0BHK01012

Subject: Intimation regarding 05th Annual General Meeting of the Company.

Respected Sir/Ma'am,

1. As per Captioned Subject, we hereby intimate that 05th Annual General Meeting of the Company VISAMAN GLOBAL SALES LIMITED is scheduled to be held on Friday, 27th September, 2024 at 11:00 A.M. at the Registered Office of the Company Sitatued At C/O., Jain Traders, 8, Sorathia Wadi Near Narmada,80 Feet Road, Rajkot- 360002, Gujarat, India

2. Find enclosed Notice of 05th Annual General Meeting of the Company.

3. The cut - off date for the purpose of determining the Members eligible to vote on the resolutions set out in the Notice of the AGM is fixed on Friday, 20th September, 2024.

Further the same is also available on the website of the Company at the link at visamanglobalsales.com

This is for your kind perusal and members' information.

Please take the same on your record.

Thanking You.

For and behalf of
VISAMAN GLOBAL SALES LIMITED

Mitulkumar Sureshchandra Vasa
Digitally signed by Mitulkumar Sureshchandra Vasa
Date: 2024.09.03 19:07:36 +05'30'

Mitulkumar S. Vasa
Managing Director
DIN: 07789750

Encl: As above

NOTICE TO MEMBERS OF THE COMPANY FOR 05TH ANNUAL GENERAL MEETING

Notice is hereby given that the FIFTH (05TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VISAMAN GLOBAL SALES LIMITED (CIN: U24311GJ2019PLC108862) will be held at the Registered Office of the Company at C/O., Jain Traders, 8, Sorathia Wadi Near Narmada, 80 Feet Road, Rajkot-360002, Gujarat, India on 27TH SEPTEMBER, 2024 on FRIDAY at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31st March, 2024 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon.

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended on March 31, 2024 together with the report of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered, approved and adopted."

2. To appoint a Director in place of Mr. Mitulkumar Sureshchandra Vasa (DIN: 07789750) who retires by rotation and being eligible, offers himself for re-appointment.

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mitulkumar Sureshchandra Vasa (DIN: 07789750), who retires by rotation at this meeting and being eligible offer himself for re-appointment, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

SPECIAL BUSINESS:

3. To approve Related Party Transactions to be entered by the Company with related party.
   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 Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and also pursuant to the approval of the Audit Committee and the Board of Directors vide resolutions passed/to be passed at their respective meetings, consent of the Members of the Company be and is hereby accorded to the Audit Committee and Board of Directors of the Company, to approve all the material related party transactions (including any modifications, alterations or amendments thereto) to be entered into by the Company in the ordinary course of business and on arm's length basis with related party/ies and for the maximum amounts per annum, for the year 2024-25 as mentioned herein below:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs. In crores)
1	Visaman Infra Projects Private Limited – Group Company	Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750)	Director of the Company	Sales/ Purchase/ Commission	170.00
2	Visaman sales Private Limited – Group Company	Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750)	Director of the Company	Sales/ Purchase/ Commission	35.00
3	VSG Mart Limited – Group Company	(1) Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750) (2) Mr. Brijesh Narendrabhai Kular, Whole-time Director & CFO (DIN: 09648254)	Directors of the Company	Sales/ Purchase/ Commission	35.00

"RESOLVED FURTHER THAT the transaction may be entered into subject to the compliance of criteria mentioned under Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and / or Audit Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

Place: Rajkot
Date: 14th August, 2024

For and on behalf of
VISAMAN GLOBAL SALES LIMITED

_____
Mitulkumar Sureshchandra Vasa
Chairman and Managing Director
DIN: 07789750

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. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

   The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, Trust, society etc., must be supported by an appropriate resolution/authority, as applicable.

   Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is also annexed. Further, all documents referred to in the notice and the explanatory statement requiring the approval of the Members at the meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 10:00 a.m. to 6:00 p.m. from the date hereof up to the date of the Annual General Meeting and also available during the Annual General Meeting.

3. Corporate Members intending to send their authorized representative to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts.

6. The notice of AGM along with Annual Report for 2023-24 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode, if requested for the same. Members may note that the Notice and Annual Report of the year 2023-24 will also be available on the website of the Company at www.visamanglobalsales.com and on the website of stock exchange on which the securities of the company are listed i.e. www.nseindia.com

7. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.

8. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their Client ID number with DPID number, as the case maybe.

9. This notice along with Annual Report for 2023-24 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories on the end of 23rd August,2024.

10. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID and signed. Duplicate attendance slips will not be issued. Further, to ensure correct identity each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Driving License, Passport, Voters card, etc.

11. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website: visamanglobalsales.com. Kindly bring your copy of Annual Report to the meeting.

12. Rule 3 of the Companies (Management and Administration) Rules, 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/ mother's/ spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member and name and address of nominee. All members are requested to update their details as aforesaid with their respective depository.

13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them.

14. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective depository participant.

15. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote

16. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date i.e. at least 10 days before the Meeting, so as to enable the Management to keep the information ready at the AGM i.e. before 18th September, 2024

17. A route map showing direction to reach the venue of the 05th AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.

18. The books (Register of members) will remain close from 21/09/2024 (Saturday) to 27/09/2024(Friday) (Both Days inclusive) for the purpose of 05th Annual General Meeting of the Company.

19. Voting system:

    - Pursuant to the provisions of section 108 of the Companies Act, 2013, rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 and sub Reg. (1) & (2) of Reg. 44 of SEBI (LODR) Regulations, 2015, the Company being SME Listed Company and having total number of Shareholders less than 1000, not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, in terms the provisions of section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.
    - Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
    - A Proxy can not vote on a show of hands.

- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

- The Members of the Company holding shares on the "cut-off date" of 20th September, 2024 are entitled to vote on the resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this notice for information purposes only.
- The results of the voting will be placed by the Company on its website http://visamanglobalsales.com within 48 hours from the conclusion of the AGM and also communicated to the stock exchanges, where the shares of the Company are listed.
- The resolutions proposed will be deemed to have been passed on the date of the AGM subject to the receipt of the requisite number of votes in favor of the resolutions.

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

For Item No. 3

According to the provisions of section 188(1) of the Companies Act, 2013, for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of Audit Committee and the Board of Directors of the Company and in furtherance prior approval of Members of the Company is required if such transaction exceed the limits as mentioned Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 of the Companies Act, 2013:

(a) sale, purchase or supply of any goods or materials;
(b) selling or otherwise disposing of, or buying, property of any kind;
(c) leasing of property of any kind;
(d) availing or rendering of any services;
(e) appointment of any agent for purchase or sale of goods, materials, services or property;
(f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
(g) underwriting the subscription of any securities or derivatives thereof, of the company.

Accordingly, board proposed for availing prior approval of Members of the Company for the transaction as mentioned below for the financial year 2024-25, related to Sale, purchase or supply of goods or materials, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services, rent income or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Turnover of the Company or such other threshold limits as may be specified by the Companies Act, 2013:

Sr. No.	Name of Related Party	Name of Directors who are Related	Nature of Relationship	Nature of Transactions	Amount (in Rs.in Crores)
1	Visaman Infra Projects Private Limited – Group Company	Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750)	Director of the Company	Sales/ Purchase/ Commission	170.00
2	Visaman sales Private Limited – Group Company	Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750)	Director of the Company	Sales/ Purchase/ Commission	35.00
3	VSG Mart Limited	(1) Mr. Mitulkumar	Directors of	Sales/	35.00

	– Group Company	Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750) (2) Mr. Brijesh Narendrabhai Kular, Whole-time Director & CFO (DIN: 09648254)	the Company	Purchase/ Commission	

The Board accordingly recommends the resolution for your approval as an ordinary Resolution as set out in Item 3 of the Notice.

Mr. Mitulkumar Sureshchandra Vasa, Chairman & Managing Director (DIN: 07789750) and Mr. Brijesh Narendrabhai Kular, Whole-time Director (DIN: 09648254) and CFO are interested director, other than this no directors, relative and KMP are interested or concerned in the resolution as set out in Item 3 of the Notice.

ANNEXURE TO NOTICE

BRIEF PROFILE OF THE DIRECTORS SEEKING RE-APPOINTMENT IN FORTHCOMING ANNUAL GENERAL MEETING:

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of Director	Mr. Mitulkumar Sureshchandra Vasa
DIN	07789750
Date of Birth & Age	30/11/1980 & Age: 44 years
Initial Date of Appointment	27/06/2019
Educational Qualification	Bachelor of Business Administration. (B.B.A.) degree from Saurashtra University, Gujarat in the year 2000 And Doctor of Philosophy (Ph.D.h.c.) in Business Management in the year 2020 from University of Swahili.
Expertise in Specific functional area	Mr. Mitulkumar S. Vasa, has a work experience of more than 6 years in the field of steel and steel products trading industry. He has been instrumental in taking major policy decision of our Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. Under his Leadership, our Company within a span of 5 years got listed on NSE Emerge platform on 01st July, 2024.
Experience	More than 6 Years and steel and steel product trading Industry
Award	He has been conferred with the Fastest Growing Indian Company Excellence Award on the occasion of 15th International Business Conclave on "Global Business Opportunities", leading emerging entrepreneur award by Indian Economic Development & Research Association (IEDRA), International Business Leadership Awards 2021 under "Youngest Business Leader of the Year" and Indian Achievers Award for young entrepreneur.
Number of Meetings of the Board attended during the year.Total Thirteen (13) Board Meetings were held during the year	13 (Thirteen)

List of public companies in which Directorship held (other than this company)	1 (One)
Name of listed entities from which the person has resigned in the past three years	NIL
Chairman/Member of the committees of the Company as on 31/03/2024	Member in 1 Committee: • Stakeholders Relationship Committee
Chairman/Member of the committees of Directors of other Companies	NIL
Shareholding in VISAMAN GLOBAL SALES as on 31/03/2024	As on 31-03-2024: Holding 3628800 Equity Shares - 36% As on 14-08-2024: Holding 3628800 Equity Shares – 26.27% (Post Listing Shareholding)
Relationship between director Inter - se	Husband of Mrs. Avni Mitulbhai Vasa, Non-Executive Women Director of the Company
Terms and Conditions of appointment / re-appointment and Remuneration	Remuneration of Mr. Mitulkumar Sureshchandra Vasa (DIN: 07789750) as Managing Director of the Company is Rs. 60,00,000/- p.a. i.e. remuneration inclusive of all salary, perquisites, incentives, Commission and allowances, which together shall not exceed Rs.60,00,000/- p.a. (i.e. Rs.5,00,000/- per month) and may be paid monthly or annually w.e.f 28th March, 2024 till his remaining tenure as Managing Director i.e. upto 29th December, 2025. Further, He Liable to retire by rotation at this ensuing AGM and being eligible offered himself for re-appointment and shall be reappointed at same terms, subject to approval of members of the Company

Place: Rajkot

Date: 14th August, 2024

For and on behalf of

VISAMAN GLOBAL SALES LIMITED

_____

Mitulkumar Sureshchandra Vasa
Chairman and Managing Director
DIN: 07789750

ATTENDANCE SLIP FOR 05TH ANNUAL GENERAL MEETING

Name of Shareholder		
Number of Equity Shares held		
Folio No.		
If Demat Shares	DP ID	
	Client ID	

I hereby record my presence at the 05th Annual General Meeting of the Company held at Registered office of the Company situated at C/O., Jain Traders, 8, Sorathia Wadi Near Narmada, 80 Feet Road, Rajkot-360002, Gujarat, India at 11:00 A.M. on Friday, September 27, 2024.

…….
(Name of Member/proxy/Authorized Representative)
(IN BLOCK LETTERS)

…….
(Signature of Member/Proxy
/Authorized Representative)

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

05TH ANNUAL GENERAL MEETING ON 27TH SEPTEMBER, 2024

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014- Form No. MGT-11*]*

Name of the member (s) (In BLOCK LETTERS)			
Registered address (In BLOCK LETTERS)			
E-mail Id		Folio No.	
No. of Shares Held		DP ID Client ID	

I/We,_____ being the member (s) of _____ Equity shares of the above named company, 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 (on a poll) for me/us and on my/our behalf at the 05th Annual General Meeting of the Company, to be held on Friday, September -27, 2024, at 11:00 a.m. at C/O., Jain Traders, 8, Sorathia Wadi Near Narmada, 80 Feet Road, Rajkot-360002, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote(Optional See Note 2) Please Mention No. of Shares		
		For	Against	Abstain
ORDINARY BUSINESS				
1	To receive, consider, approve and adopt the Standalone Audited Financial Statements as on 31st March, 2024 and the Profit & Loss Account for the year ended on that date and the Board's Report and the Auditors' Report thereon			
2	To appoint a Director in place of Mr. Mitulkumar Sureshchandra Vasa (DIN: 07789750) who retires by rotation and being eligible, offers himself for re-appointment.			
SPECIAL BUSINESS				
3	To approve Related Party Transactions to be entered by the Company with related party.			

Signed this_____day of _____ 2024.

Affix Revenue Stamp of not less thanRs.1

_____
Signature of shareholder

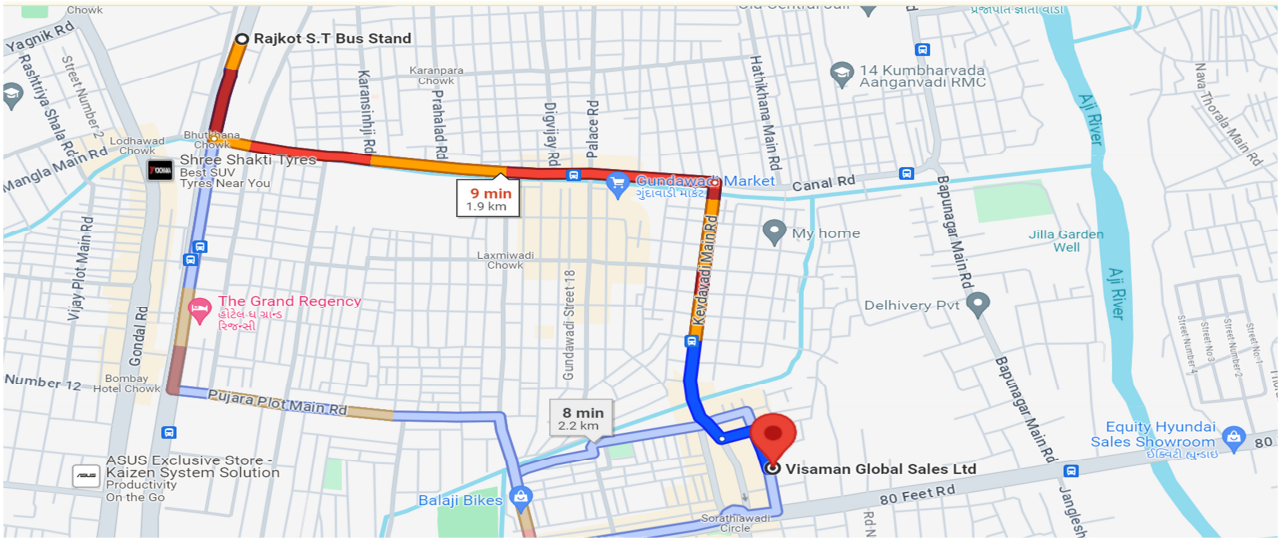
signature across Revenue stamp

_____
Signature of Proxy holder(s)

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. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

For Office Use: Proxy No. Date of Receipt_____

ROUTE MAP OF VISAMAN GLOBAL SALES LIMITED FOR ANNUAL GENERAL MEETING



05th AGM
Date: 27th September, 2024
Day and Time: Friday at 11:00 A.M.
Place: At Registered office

VISAMAN GLOBAL SALES LIMITED
(CIN: U24311GJ2019PLC108862)
Registered office Address:
C/O., Jain Traders,
8, Sorathia Wadi Near Narmada,
80 Feet Road,
Rajkot-360002, Gujarat, India
Email: visamansales@gmail.com