

VCU DATA MANAGEMENT LIMITED

Reg. Off.: Office No. 721 Metroplex 14 B Wing, Ijmima. Opp Sony Tv Building, Link Road, Malad (W), Mumbai 400064 Maharashtra.

CIN: L74999MH2013PLC240938

Tel: 9265893235; Email: vcudatamanagement@gmail.com

Website: www.vcupack.in

Date: 02nd September, 2025

To

The Manager- CRD

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai-400001

Scrip code - 536672

Dear Sir,

Sub.: Submission of Notice of 13th Annual General Meeting (AGM) for the Financial Year 2024-25

Dear Sir/Madam,

With reference to the above captioned subject and in terms of applicable regulations of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 we hereby submit a copy of the Notice of 13th Annual General Meeting of the Company to be held on Saturday, 27th September, 2025 at 12:30 pm through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Thanking You.

Yours Faithfully,

For VCU Data Management Limited

SANJAY Digitally signed by
SANJAY
MANHARL MANHARLAL JOSHI
AL JOSHI Date: 2025.09.02
12:04:27 +05'30'

Sanjay Joshi

Managing Director

DIN: 03077967

Encl: a/a

NOTICE

NOTICE is hereby given that the **13th Annual General Meeting** of the Members of **VCU DATA MANAGEMENT LIMITED** will be held on through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) on **Saturday, 27th September, 2025** at 12.30 p.m. for transacting the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2025 and the Reports of the Directors' and Auditors' thereon.
2. To appoint M/s. H. G. Sarvaiya & Co. as Statutory Auditors 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. H. G. Sarvaiya & Co., Chartered Accountants (Firm Registration No. 115705W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration of the Statutory Auditors, as recommended by the Audit Committee, in consultation with the Auditors, and to take such steps as may be necessary or desirable to give effect to this resolution."

SPECIAL BUSINESS

3. To approve regularization of Additional Director Mr. Nirbhay Singh (DIN: 11088122) as Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Mr. Nirbhay Singh (DIN: 11088122), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 13.05.2025, and who holds office up to the date of this Annual General Meeting, be and is hereby regularized and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 13.05.2025."

4. Appointment and Regularization of Mr. Sanjay Manharlal Joshi (DIN: 03077967) as a Managing Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder, and subject to such other approvals as may be necessary, Mr. Sanjay Manharlal Joshi (DIN: 03077967), who was appointed as an Additional Director of the Company with effect from 13.05.2025, be and is hereby appointed and regularized as

the Managing Director of the Company, liable to retire by rotation, for a period of 5 years with effect from 13.05.2025, on such terms and conditions as may be approved by the Board of Directors from time to time.

RESOLVED FURTHER THAT any one of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

5. Appointment of M/s. Ankur Gandhi & Associates, Company Secretaries as the Secretarial Auditor of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations') and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Ankur Gandhi & Associates, Company Secretaries (C.O.P: 17543) as the Secretarial Auditor of the Company, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, for a period of five (5) consecutive years, commencing from the Financial Year 2025- 2026 till Financial Year 2029-2030, at such remuneration including applicable taxes and out-of-pocket expenses, payable to them during their tenure as the Secretarial Auditors of the Company, as may be mutually agreed between the Board of Directors or any Committee of the Board and the Secretarial Auditors from time-to-time."

6. Borrowing limits of the Company

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and such other laws, rules as may be applicable from time to time, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for borrowing from time to time, any sum or sums of money, together with the money already borrowed by the Company (apart from temporary Loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) upto ₹ 100 crore (Rupees One Hundred Crore) if the aggregate for the time being of the paid-up capital of the Company, its free reserves and securities premium is less than ₹ 100 crore.

RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts, deeds, matters and take all such steps as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

7. Alteration of object clause of the Memorandum of Association ("MOA") of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof), and subject to the approval of the Registrar of Companies and such other statutory approvals, consents

and sanctions as may be required, the Object Clause of the Memorandum of Association of the Company be and is hereby altered by addition in Clause III (A) point no. 1(e) with the new set of clauses as as following;

e) To Carry on business of preparation, manufacturing, processing, marketing, trading, importing, exporting, improvement, sale, and dealing of all kinds of agro/agri/food products, encompassing but not limited to spices, oil seeds, grains, vegetables, herbs, pickles, and other items derived from agricultural, farming, or related activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions for giving effect to the aforesaid resolution and to file necessary forms and documents with the Registrar of Companies and other regulatory authorities, as may be required.”

8. Increase in the Limits Applicable for Making Investments/Extending Loans and Giving Guarantees or Providing Securities in Connection With Loans To Persons/ Bodies Corporate.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof), and in supersession of all earlier resolutions passed in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute) to make investments, grant loans, give guarantees and provide securities in excess of the limits prescribed under Section 186 of the Companies Act, 2013, provided that the total amount of such investments, loans, guarantees and securities shall not exceed a sum of ₹ 100 Crore (Rupees One Hundred Crores) outstanding at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and execute all agreements, deeds, writings and documents and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution.”

9. To approve regularization of Mrs. Harsha Singh (DIN: 10425756) as Non-Executive Non-Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Harsha Singh (DIN: 10425756), who was appointed by the Board of Directors as a Non-Executive Director of the Company with effect from 12th May, 2025, consequent to her resignation from the position of Managing Director, and who holds office up to the date of this Annual General Meeting, be and is hereby regularized and appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

Place: Mumbai
Date: 02.09.2025

By Order Of the Board
For VCU Data Management Limited

Sd/-
Vibha Khandelwal
Company Secretary

NOTES:

E-Voting System – For Remote e-voting and e-voting during AGM

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circulars and subsequent circulars issued in this regard (collectively referred to as 'MCA Circulars') along-with the Circulars issued by SEBI ("the Circulars"), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.
2. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
4. 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 www.vcupack.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of NSDL i.e. www.evoting.nsdl.com.
5. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Ordinary Business to be transacted at this Annual General Meeting ('AGM') is annexed.
6. Since this AGM will be held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
7. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, pursuant to Section 113 of the Act, through e-mail at vcudatamanagement@gmail.com, or by post to the Investor Service Centre of the Company: Office No. 721 Metroplex 14 B Wing, Ijmima. Opp Sony Tv Building, Link Road, Malad (W), Mumbai 400064.
8. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL'). The Board has appointed Mr. Ankur Gandhi, Proprietor of M/s. Ankur Gandhi and Associates, Practising Company Secretary as the Scrutinizer to scrutinize the process of e-voting.
9. Remote e-voting will commence at **9.00 a.m. on Wednesday, 24th September, 2025 and will end at 5.00 p.m. on Friday, 26th September, 2025**, when remote e-voting will be blocked by NSDL.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Saturday, 20th September, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
11. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts

2025 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.

12. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2025, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company at vcudatamanagement@gmail.com. Alternatively, Members may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through e-mail at vcudatamanagement@gmail.com. Detailed instructions for participating in the AGM and for voting are provided hereunder.
13. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Executive & Company Secretary at vcudatamanagement@gmail.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by 10.30 a.m. on **Wednesday, 17th September, 2025** will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time, for smooth conduct of the AGM.
14. Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.
15. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer books will remain closed **from 21st day of September, 2025 to Saturday, 27th day of September, 2025 (both days inclusive)**.
16. In case of any queries regarding the Annual Report, members may write to vcudatamanagement@gmail.com to receive an email response. Members desiring any information relating to the financial statements at the meeting are requested to email to us at least 10 (Ten) days before the meeting to enable us to keep the information ready.
17. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) and are further requested to always quote their Folio Number in all correspondences with the Company.
18. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Pvt. Ltd.
20. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable, if such details were not furnished earlier.
21. The Notice of 13th Annual General Meeting and instructions for e-voting along with Assent / Dissent Form are

being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s).

22. Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, shareholders who have not registered their email address may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd. At www.skylinerta.com Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting at the ensuing AGM. In case of any queries, shareholder may write to pravin.cm@skylinerta.com
23. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 read with latest circular No. 9/2024 dated September 19, 2024, the Notice calling the AGM has been uploaded on the website of the Company at www.vcupack.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the same is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <https://nsdl.co.in/>.
24. The facility for voting shall be made available at the venue of the Annual General Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
25. Pursuant to the provisions of Section 72 of the Act read with the Rules made there under, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s Skyline Financial Services Pvt. Ltd. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
26. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.
27. We request you to send an email on vcudatamanagement@gmail.com to ensure that the annual report and other documents reach you on your preferred e-mail.
28. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **Wednesday, 24th September, 2025 at 09:00 A.M. and ends on Friday, 26th September, 2025 at 05:00 P.M.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th September, 2025** may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

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: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 sbhattbhattco@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. 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.: 022 - 4886 7000 or send a request to Abhijeet Gunjal at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 vcudatamanagement@gmail.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to vcudatamanagement@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at vcudatamanagement@gmail.com. The same will be replied by the company suitably.

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

Item No. 2

The members of the Company had appointed **M/s. B. A. Bedawala & Co., Chartered Accountants** as Statutory Auditors of the Company at the Extra-Ordinary General Meeting held on 19th October, 2024, to hold office till the conclusion of the 13th Annual General Meeting of the Company. Accordingly, their term comes to an end at the ensuing Annual General Meeting.

In view of the completion of their term, the Audit Committee and the Board of Directors of the Company, at their meetings held on 2nd September, 2025, have recommended the appointment of **M/s. H. G. Sarvaiya & Co., Chartered Accountants (Firm Registration No. 115705W)** as the Statutory Auditors of the Company, for a first term of five (5) consecutive years, to hold office from the conclusion of the 13th Annual General Meeting until the conclusion of the 18th Annual General Meeting of the Company.

The proposed remuneration payable to the Statutory Auditors for the financial year 2024-25 shall be ₹2,00,000/-in connection with the audit of the accounts of the Company, exclusive of applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

Brief Profile of M/s. H. G. Sarvaiya & Co.:

M/s. H. G. Sarvaiya & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). The firm is engaged in providing audit and assurance services and holds a valid Peer Review Certificate as issued by the ICAI in accordance with the provisions of the Chartered Accountants Act, 1949.

The Board is of the view that the appointment of M/s. H. G. Sarvaiya & Co. will be in the best interests of the Company and its stakeholders, and accordingly recommends the passing of the Ordinary Resolution as set out at Item No. 2 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Item No. 3

The Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, recommended to the Board of Directors the appointment of Mr. Nirbhay Singh (DIN: 11088122), as an Independent Director of the Company.

The Board of Directors, at its meeting held on 13th May, 2025, considered the recommendation and appointed Mr. Nirbhay Singh as an Additional Director, designated as a Non-Executive Independent Director of the Company. The Board of Directors also approved that the tenure of office of Mr. Nirbhay Singh as an Independent Director will be for a term of 5 (five) consecutive years commencing from 13th May, 2025, subject to approval of the members of the Company.

Mr. Nirbhay Singh is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

In the opinion of the Board of Directors, Mr. Nirbhay Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. His expertise and professional background will immensely benefit the Company.

Details of Mr. Nirbhay Singh pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the annexure to this Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings, and commission within the limits stipulated under Section 197 of the Act.

The appointment of Mr. Nirbhay Singh is in compliance with Regulation 17(1)(a) of the Listing Regulations.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Nirbhay Singh as an Independent Director requires approval of the members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of an Independent Director requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for the appointment of Mr. Nirbhay Singh (DIN: 11088122) as a Non-Executive Independent Director of the Company.

Particulars	Mr. Nirbhay Singh
Director Identification Number (DIN)	11088122
Date of Birth	15.08.2000
Age	25
Educational Qualification	graduate professional
Experience (No. of Years)	5
Business field in which Experience	administrative and human resource management
Date of Appointment as Director in the Company	13-May-25
Terms and Conditions of Appointment	As per the resolution set out at Item No. 3 of this Notice read with the Statement pursuant to Section 102 of the Act
Directorship held in any other Company	Nil
Member of any Committees of the Directors in the Company	1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company	Nil
Member of any Trade Association / Charitable Organization / NGOs etc.	Nil
Shareholding in Company as on May 13, 2025	Nil
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Companies Act, 2013
Relationship with other Directors/KMPs	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies

Listed entities from which the Director has resigned in the past three years	Nil
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Item No. 4

Mr. Sanjay Manharlal Joshi is 56 years old, a Graduated by qualification and possesses more than 7 years of rich experience in the fields of Management, Finance, Sales and Business Development.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Managing Director. Accordingly, the Board recommends the resolution in relation to the appointment of Mr. Sanjay Manharlal Joshi as Managing Director, for the approval of the shareholders of the Company by Special Resolution.

Nature of Duties

- Subject always to the provisions of the Companies Act, 2013, rules made thereunder, and under the general supervision, superintendence and control of the Board of Directors of the Company, the Managing Director shall have the overall charge of the management of the business and financial and operational affairs of the Company and shall exercise such powers, authorities and discretions as are vested in him by the Articles of Association or as delegated by the Board from time to time.
- The Managing Director undertakes to employ the best of his skill and ability to promote the interest and welfare of the Company and to comply with all directions, regulations and instructions issued by the Board from time to time.

Remuneration

- Basic Gross Salary not exceeding **₹25,000/- (Rupees Twenty-Five Thousand only) per month**, inclusive of all perquisites, allowances and benefits, subject to reimbursement of expenses as decided by the Board of Directors of the Company from time to time.
- The remuneration is subject to the overall limits prescribed under Sections 197 and 198 read with Schedule V to the Companies Act, 2013.
- In case of absence or inadequacy of profit, the Managing Director shall be entitled to the above remuneration as minimum remuneration in accordance with the provisions of Schedule V.

Other Terms & Conditions

- The Managing Director shall adhere to the Company's **Code of Conduct**, confidentiality obligations, non-compete and non-conflict of interest undertakings.
- His appointment may be terminated by 15 days' notice on either side or payment of 15 days' remuneration in lieu thereof.
- His appointment may also be terminated by the Company without notice in cases of gross negligence, misconduct, breach of terms, incapacity, or loss of confidence by the Board.
- Upon termination, the Managing Director shall resign from all positions held in the Company's subsidiaries/associates and shall not represent himself as associated with the Company thereafter.

Disclosures under Schedule V of the Companies Act, 2013

A. General Information

1. **Nature of Industry:** The Company is engaged in Commercial / Residential Security and Surveillance Equipments.

2. **Date of Commencement:** The Company was incorporated on 13/03/2013 and commenced business since then.

3. **Financial Performance (FY 2024-25):**

Particulars (₹ in Lakhs)	2024-25
Income for the year	138.85
Profit before Interest, Depreciation & Tax	11.26
Depreciation	0.84
Profit Before Tax	10.42
Provision for Tax	2.65
Net Profit	7.77

4. **Foreign investments/collaborations:** Nil.

B. Information about the Appointee

- **Name:** Mr. Sanjay Manharlal Joshi
- **Age:** 56 years
- **Qualification:** [Please specify; e.g., MBA/Graduate in Business Management]
- **Experience:** More than 7 years of experience in **Management, Finance, Sales and Business Operations.**
- **Past Remuneration:** Nil
- **Proposed Remuneration:** ₹25,000/- per month (gross), subject to limits of Companies Act, 2013.
- **Comparative Profile:** Considering the size of the Company, responsibilities of the position, and industry benchmarks, the proposed remuneration is commensurate with the role.
- **Pecuniary Relationship:** Other than his proposed remuneration and directorship, Mr. Joshi has **no pecuniary relationship** with the Company or its managerial personnel.

C. Other Information

1. **Reason for inadequate profit:** Not applicable as the Company has reported net profit.
2. **Steps for improvement:** Management is focusing on operational efficiency and exploring new business opportunities.
3. **Expected Increase in Productivity/Profit:** The Company expects ~20% increase in net profit over the next 1–2 years.

Details of Director Seeking Appointment (Regulation 36(3) of SEBI LODR & SS-2)

Particulars	Mr. Sanjay Manharlal Joshi
DIN	03077967
Date of Birth	26.11.1968
Age	56
Educational Qualification	Graduate
Experience (No. of Years)	More than 7 years
Field of Expertise	Management, Finance, Sales, Business Development
Date of Appointment as Director	13/05/2025
Directorship in other Companies	Nil
Committee Memberships in the Company	Nil
Committee Memberships in other Companies	Nil

Particulars	Mr. Sanjay Manharlal Joshi
Membership of Trade/Charitable Bodies	Nil
Shareholding in the Company	Nil
Remuneration Paid/Proposed	₹25,000/- per month
Relationship with other Directors/KMP	None
Listed Entities from which Resigned (past 3 years)	Nil

Item No.5

Pursuant to the amended provisions of **Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** ("SEBI Listing Regulations") vide SEBI Notification dated December 12, 2024, read with the provisions of **Section 204 of the Companies Act, 2013** ("the Act") and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors of the Company, at their respective meetings held on **July 21, 2025**, recommended and approved the appointment of **M/s. Ankur Gandhi & Associates, Company Secretaries in Practice (C.O.P. No. 17543)** as the Secretarial Auditor of the Company, subject to approval of the Members, on the following terms and conditions:

a) Term of Appointment:

5 (five) consecutive financial years commencing from FY 2025-26 till FY 2029-30.

b) Proposed Fees:

For the financial year ending March 31, 2026, the proposed audit fee is **₹2,00,000/- (Rupees Two Lakhs only)** plus applicable taxes and out-of-pocket expenses. For subsequent year(s) of their tenure, the fee shall be mutually agreed between/determined by the Board of Directors (as per the recommendation of the Audit Committee) in consultation with the Secretarial Auditor.

The fees for other professional services such as certifications and advisory assignments shall be in addition to the audit fee and as may be mutually agreed upon.

c) Basis of Recommendation:

The recommendation of the Audit Committee and the Board was based on the evaluation of industry experience, efficiency and quality in conduct of audits, independent assessment, and professional reputation of the firm.

d) Credentials:

M/s. Ankur Gandhi & Associates is a reputed firm of **Practicing Company Secretaries** with proven expertise in corporate governance, SEBI regulations, company law, and allied matters. The firm holds a valid **Peer Review Certificate** issued by the Institute of Company Secretaries of India (ICSI) and is known for its professional excellence, accuracy, and adherence to the highest standards of corporate compliance.

e) Consent and Eligibility:

The firm has consented to its appointment and confirmed that the appointment, if made, would be in compliance with the requirements of the Companies Act, 2013 and the SEBI Listing Regulations. They have also confirmed that they are eligible and not disqualified to act as the Secretarial Auditor of the Company.

Accordingly, the Board recommends the **Ordinary Resolution** set out in Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.6

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the Members of a company, by way of a **special resolution**, to enable the Board of Directors to borrow monies, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Keeping in view the Company's current business requirements and future growth plans, the Company may need to borrow funds from various banks, financial institutions, and other lenders from time to time. To facilitate this, the Board considers it desirable to have the authority of the Members to borrow up to an aggregate amount of **₹100 Crore (Rupees One Hundred Crore only)** notwithstanding that such borrowing may exceed the aggregate of the paid-up capital, free reserves, and securities premium of the Company.

The proposed resolution, if passed, will enable the Board of Directors to raise funds as and when required for the Company's business operations, expansion, working capital requirements and other general corporate purposes, in the best interest of the Company.

The Board of Directors, therefore, recommends passing of the Special Resolution set out at Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.7

The existing Object Clause of the Memorandum of Association ("MOA") of the Company presently sets out the main business activities that the Company is authorized to undertake. In order to enable the Company to pursue new business opportunities and to align its business activities with the emerging market dynamics, future plans, and diversification strategy, it is proposed to insert additional clause(s) under **Clause III (A) – Main Objects** of the MOA.

The proposed amendment will empower the Company to undertake the new line(s) of business as set out in the resolution and will provide flexibility to the Company to expand, diversify and carry on its operations more efficiently. The alteration will also facilitate long-term growth, ensure better utilization of resources and create new avenues of value creation for stakeholders.

Pursuant to the provisions of **Sections 4 and 13 of the Companies Act, 2013**, any change in the Object Clause of the MOA requires the approval of the Members of the Company by way of a **Special Resolution**, followed by necessary approvals from the Registrar of Companies and other regulatory authorities, if any.

The Board of Directors, at its meeting held on **May 13, 2025** approved the proposal for alteration of the Object Clause of the MOA, subject to the approval of Members.

Accordingly, the Board recommends passing of the Special Resolution as set out at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Pursuant to the provisions of **Section 186 of the Companies Act, 2013** ("the Act"), the Company is required to obtain the approval of the Members by way of a **Special Resolution** in case the Company proposes to:

- give any loan to any person or body corporate,
- give any guarantee or provide any security in connection with a loan to any person or body corporate, and/or
- acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

where the aggregate of such loans, guarantees, securities, and investments, together with the existing limits, exceeds **60% of the paid-up share capital, free reserves and securities premium account, or 100% of the free reserves and securities premium account**, whichever is higher.

Considering the Company's future plans of expansion, strategic investments, operational requirements, and to enable it to support subsidiaries, joint ventures, associates or other bodies corporate including by way of loans, guarantees, investments or securities, the Board of Directors considers it prudent to seek the approval of the Members to permit such transactions up to an overall limit of **₹100 Crore (Rupees One Hundred Crore only)** outstanding at any point of time, notwithstanding that the same may exceed the limits prescribed under Section 186 of the Act.

This approval will provide adequate flexibility to the Company to deploy funds as and when required, without the need for seeking repeated approvals from Members, thereby facilitating smooth business operations and growth.

The Board of Directors, therefore, recommends passing of the Special Resolution as set out at Item No. 8 of the Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 9

The Board of Directors, at its meeting held on 12th May, 2025, appointed **Ms. Harsha Singh (DIN: 10425756)** as a **Non-Executive Director** of the Company, consequent to her resignation from the position of Managing Director of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013, read with applicable rules, the appointment of a Director requires the approval of the Members of the Company. Ms. Harsha Singh holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member signifying his/her intention to propose the candidature of Ms. Harsha Singh for appointment as a Director of the Company.

The Board considers that the Company will continue to benefit from the guidance and rich experience of Ms. Harsha Singh and accordingly recommends her appointment as a Non-Executive Director of the Company, liable to retire by rotation.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Ms. Harsha Singh herself, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 09 of the Notice.