

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)

Corporate Identity Number: U74899KA1987PTC070519

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of VR Dakshin Private Limited will be held at a shorter notice on **Friday, February 6, 2026 at 01:00 P.M. (IST) through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)**. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at VR Bengaluru, Plot No. 11B, Sy No. 40/9, Dyvasandra Industrial Area Stage II, KR Puram Hobli Bengaluru -560 048, Karnataka, to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and approve the issuance of an Inter-Corporate Deposit ("ICD") to North Delhi Metro Mall Private Limited.**

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

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the Articles of Association of the Company, the consent of the members be and is hereby accorded to grant an Inter Corporate Deposit ("ICD") to North Delhi Metro Mall Private Limited ("NDMMPL"), in tranches but not exceeding an aggregate amount of INR 56,00,00,000 (Indian Rupees Fifty-Six Crores only), as may be required from time to time, at 15% (fifteen percent) IRR compounded annually ("Interest"), subject to the terms and conditions contained in the IRR Letter Agreement, and for a period of six years or any extended term, upon such terms and conditions mutually agreed between the Company and NDMMPL.

FURTHER RESOLVED THAT Mr. Jay Dayani, Director of the Company, be and is hereby authorized to take all necessary steps to grant the Inter Corporate Deposit ("ICD") to NDMMPL, and to execute and sign the Inter Corporate Deposit Agreement, to make necessary entries in the Statutory registers of the Company and to do all such acts, deeds, things as may deem fit to give effect to this resolution."

By Order of the Board of Directors
For VR Dakshin Private Limited

RASHMI SHARMA Digitally signed by
RASHMI SHARMA
Date: 2026.02.06
10:37:28 +05'30'

Rashmi Sharma

Company Secretary

Membership no.: A42988

Date: February 6, 2026

Place: Gurugram

Registered Address: VR Bengaluru, Plot No. 11B, Sy No. 40/9,
Dyvasandra Industrial Area Stage II, KR Puram Hobli Bengaluru -560 048, Karnataka

Website: www.vrdakshin.com; Tel +91 96634 67772

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (collectively referred to as “MCA Circulars”) has permitted the holding of the Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the EGM of the Company is being held through VC/OAVM. The proceedings of the EGM are deemed to be conducted at the Registered Office of the Company.
2. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company situated at VR Bengaluru, Plot No. 11B, Sy No. 40/9, Dyvasandra Industrial Area Stage II, KR Puram Hobli Bengaluru -560 048, Karnataka, which shall be the deemed Venue of the EGM. Since the EGM will be held through VC, the Route Map is not annexed in this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the EGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the EGM through VC/OAVM, participate thereat, and cast their votes through e-voting.
4. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, Attendance Slip is not annexed to this Notice.
5. Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. In compliance with the aforesaid MCA Circulars, Notice of the EGM along with Explanatory Statement is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.
7. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Company will provide facility for audio visual participation in EGM Weblink/recording etc.

9. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

- The Members will be provided with a facility to attend the EGM through VC/OAVM through the Microsoft Teams/Zoom platform and they may access the same from the link sent at their registered email address. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM.
 - The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
 - The confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity or email address(es) and other details of the members shall also be taken by the Company.
 - Members may join the EGM through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to allow camera and to use Internet with a good speed to avoid any disturbance during the EGM. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.
 - The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting, for all those Members who are present during the EGM through VC/OAVM.
 - Only those Members who will be present at the EGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the EGM.
 - Members who need assistance before or during the EGM may contact by e-mailing at cs_vrb@vrbbharat.com.
10. The Chairman may decide to conduct voting by show of hands as the number of members is less than 50, unless a demand for poll is made by any member, in accordance with section 109 of the Companies Act, 2013 and the rules made thereunder. In case of a poll on any resolution at the EGM, members are requested to convey their vote at cs_vrb@vrbbharat.com.
11. The Company ensures that all other compliances associated with the provisions relating to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice, or authorizations for voting by bodies corporate, etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.

12. Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs_vrb@vrbbharat.com up to the conclusion of this Meeting.
13. As per Section 118 of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, “No gifts, gift coupons or cash in lieu of gifts shall be distributed to the members in connection with the meeting”.
14. Disclosures with regard to the manner in which framework available for use by the members and clear instructions on how to access and participate in the meeting are clearly mentioned in this EGM Notice.

PRIVATE & CONFIDENTIAL

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF
THE COMPANIES ACT 2013**

Item No. 1

To consider and approve the issuance of an Inter-Corporate Deposit (ICD) to North Delhi Metro Mall Private Limited.

North Delhi Metro Mall Private Limited (“NDMMPL”) is finalizing construction finance for funding construction and development of the Project as per approved schedule through appropriate instruments and securities. Since the process may take more time to structure and finalize the appropriate securities, NDMMPL requires one or more tranches of funding to meet certain immediate obligations to the maximum extent of upto INR 56,00,00,000 (Indian Rupees Fifty-Six Crores only).

The Company is proposing to give an Inter Corporate Deposit to NDMMPL through one or more tranches upto an aggregate amount of INR 56,00,00,000 (Indian Rupees Fifty-Six Crores only). This ICD will be returned with full coupon by NDMMPL on finalization of the long-term securities.

The ICD extended by VR Dakshin to NDMMPL shall be deemed to be part of the Affiliate Further Securities under the IRR Letter Agreement and shall rank subordinate to any secured debt funding availed by NDMMPL.

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), the issuance of an ICD to NDMMPL an aggregate amount not exceeding INR 56,00,00,000 (Indian Rupees Fifty-Six Crores only), requires approval of the shareholders by way of a special resolution. The loan shall be utilized by NDMMPL for its principal business activities.

The scheme of Inter-Corporate Deposit (ICD) is as under:

Purpose:	Principal Business Activities.
Amount of Loan:	An aggregate amount not exceeding INR 56,00,00,000 (Indian Rupees Fifty-Six Crores only), in tranches as may be required from time to time.
Rate of Interest:	15% (fifteen percent) IRR compounded annually, subject to the terms and conditions contained in the IRR Letter Agreement
Repayment:	Six years or any extended term as may be mutually agreed.

The Board recommends the Resolution as set out in the accompanying Notice for the approval of the shareholders in the interest of the Company.

Pursuant to Section 185(2) of the Act, a Company can give loan including any loan to person in whom any of the directors of the company is interested, subject to the passing of special resolution by the shareholders and the loan shall be utilized by the borrowing company only for its principal business activities.

Explanation to Section 185(2) of the Act clarifies that the expression "any person in whom any of the directors of the company is interested" includes any private company of which any such director is a director or member.

Now, Mr. Tariq Chinoy, Ms. Sumi Gupta and Mr. Pradeep Banerjee are the common directors in both the Companies. Therefore, North Delhi Metro Mall Private Limited, being a private company, is covered under the expression "any person in whom any of the directors of the company is interested" due to common directorship. Hence, a special resolution is mandatory to be passed by the shareholders of the Company to grant the ICD.

None of the Directors/Key Managerial Personnel except as specified above and their relatives in any way concerned or interested in the said resolution.

The Board recommended the resolution set forth in Item No. 1 for the approval of the members.

By Order of the Board of Directors
For **VR Dakshin Private Limited**

RASHMI
SHARMA

Digitally signed by
RASHMI SHARMA
Date: 2026.02.06
10:38:08 +05'30'

Rashmi Sharma

Company Secretary

Membership no.: A42988

Date: February 6, 2026

Place: Gurugram