

VR DAKSHIN PRIVATE LIMITED

(Formerly Sugam Vanijya Holdings Private Limited)
Corporate Identity Number: U74899KA1987PTC070519

NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the **38th (Thirty-Eighth) Annual General Meeting** of the Members of VR Dakshin Private Limited will be held at a shorter notice on **Friday, February 13, 2026, at 1:30 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, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2 Stage, Kr. Puram, Hobli, Bangalore – 560048, Karnataka, to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Board of Directors and Auditors thereon.**

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

“RESOLVED THAT the annual financial statements comprising of Balance Sheet as at March 31, 2025 and the Statement of Profit and Loss Account along with Cash Flow Statement of the Company for the year ended on March 31, 2025 including with the schedules and notes attached thereto, together with the report of the Auditors and the Board of Directors thereon for the year ended on March 31, 2025, placed before the meeting, be and are hereby approved and adopted.”

SPECIAL BUSINESS:

- 2. To consider and approve the appointment of Secretarial Auditor 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 Section 204 of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint M/s. Sourav & Associates, Company Secretaries (having Firm Registration No. I2018DE1789800) for conducting the Secretarial Audit and issue the Secretarial Audit Report and Annual Secretarial Compliance Report of the Company, for a period of 5 years commencing from the conclusion of the ensuing Annual General Meeting for the

financial year 2024-25 till the conclusion of Annual General Meeting to be held for the financial year 2029-30, at such remuneration and terms and conditions as may be mutually decided and agreed between the Secretarial Auditor and the Company.”

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



Rashmi Sharma
Company Secretary
Membership no.: A42988

Date: February 11, 2026
Place: Delhi

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 Annual General Meeting ("AGM") 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 AGM of the Company is being held through VC/OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2 Stage, Kr. Puram, Hobli, Bangalore – 560048, Karnataka, which shall be the deemed Venue of the AGM. Since the AGM 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 AGM 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 AGM 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 AGM and hence the Proxy Form is not annexed to this Notice. Any Body Corporate is entitled to appoint an authorized representative to attend the AGM through VC/OAVM, participate thereat, and cast their votes through e-voting.
4. Since this AGM 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. Members seeking any information or clarification on the Financial Statements are requested to send written queries to the Company at cs_vrb@vrbarat.com before the Meeting to enable the management to keep the required information available at the Meeting.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Annual Report for the financial year ended March 31, 2025 comprising of the Financial Statement together with the Report of the Board of Directors and Auditors thereon, is annexed hereto.

10. The members are requested to join the weblink below for audio visual participation in AGM:

<https://zoom.us/j/94056911302?pwd=aFn9z93rBLZSfraiyMwWDZG3Zu8SKb.1>

Meeting ID: 940 5691 1302

Passcode: 744627

11. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

- The Members will be provided with a facility to attend the AGM 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 AGM.
- 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 AGM 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 AGM. 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 AGM, 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 AGM through VC/OAVM.
- Only those Members who will be present at the AGM through VC/OAVM facility and are otherwise not barred from doing so, shall be eligible to vote at the AGM.
- Members who need assistance before or during the AGM may contact by e-mailing at cs_vrb@vrbharat.com.

12. 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 AGM, members are requested to convey their vote at cs_vrb@vrbharat.com.

13. 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.
14. Members who wish to inspect the relevant documents referred to in the Notice can send an email to cs_vrb@vrbharat.com up to the conclusion of this Meeting.
15. 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".
16. 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 AGM Notice.

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

Item No. 2: To consider and approve the appointment of Secretarial Auditor of the Company.

Pursuant to Section 204 of the Companies Act, 2013 (“the Act”) and rules framed thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Company is required to appoint a Practicing Company Secretary or a competent firm for conducting the Secretarial Audit and providing the Secretarial Audit Report and Annual Secretarial Compliance Report of the Company.

Further, pursuant to recent regulatory amendments of SEBI LODR, the Company is required to appoint Secretarial Auditor for a period of five years, subject to the approval of the shareholders at the ensuing Annual General Meeting (“AGM”) for the financial year 2024-25.

In this regard, based on the recommendation of the Audit Committee at its meeting dated September 25, 2025 and the Board of Directors at its meeting dated September 26, 2025, approved the appointment of M/s. Sourav & Associates, Company Secretaries (having Firm Registration No. I2018DE1789800), for conducting the Secretarial Audit and issue the Secretarial Audit Report and Annual Secretarial Compliance Report of the Company, for a period of 5 years commencing from the conclusion of the ensuing Annual General Meeting for the financial year 2024-25 till the conclusion of Annual General Meeting to be held for the financial year 2029-30, subject to shareholders approval at the ensuing AGM, after taking into account the eligibility of the firm’s qualification, experience, and Company’s previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from M/s. Sourav & Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report and Annual Secretarial Compliance Report in accordance with the provision of the Act and SEBI LODR, as amended from time to time. Further, M/s. Sourav & Associates confirm that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 2 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 2 for the approval of the members.

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

Date: February 11, 2026
Place: Delhi


Rashmi Sharma
Company Secretary
Membership no.: A42988