



# Vilas Transcore Limited

**Mfg. of Transformer Components**

**Products** • c.r.g.o. Laminations • Toroidal Cores • Core Coil Assembly • Slit Coils • Wound Cores • Nano Cores

**CIN** : L31102GJ2006PLC049469 • **GSTIN No.** : 24AACCV4397A1ZH

**Date:** 04<sup>th</sup> September, 2024

**To,**  
**The Listing Department**  
**National Stock Exchange of India Limited,**  
**Exchange Plaza, 5th Floor, Plot No. C-1,**  
**G-Block, Bandra Kurla Complex**  
**Mumbai – 400051**

## **Sub: Notice convening the 18<sup>th</sup> of Annual General Meeting of Vilas Transcore Limited**

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing and Disclosure Requirements) Regulation, 2015 ('SEBI LODR'), we herewith submit the Notice convening the 18<sup>th</sup> Annual General Meeting ("AGM") of Vilas Transcore Limited, which is scheduled to be held on Saturday, 28<sup>th</sup> September, 2024 at 11.00 A.M (IST) onwards through Video Conference facility/Other Audio-Visual means ('VC') in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India. The details of AGM are mentioned below:

<b>Date and Time of AGM</b>	<b>Saturday, 28<sup>th</sup> September, 2024 at 11.00 AM</b>
<b>Location</b>	<b>Through Video Conference</b>
<b>Cut Off Date for E-voting</b>	<b>21-Sep-2024</b>
<b>Remote e-Voting Start Date &amp; Time</b>	<b>25-Sep-2024 at 9.00 AM</b>
<b>Remote e-Voting End Date &amp; Time</b>	<b>27-Sep-2024 at 5.00 PM</b>

In compliance with the aforesaid circulars, the Notice of the 18<sup>th</sup> AGM along with Annual Report for F.Y. 2023-24 is being sent today, only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants. The Notice of AGM and Annual Report for the Financial Year 2023-24 is also available on the website of the Company at [www.vilastranscore.com](http://www.vilastranscore.com). You are requested to take the same on your record.

Kindly acknowledge the same.

Thanking you,

Yours faithfully,

**For Vilas Transcore Limited**

Gandhali Paluskar

Company Secretary & Compliance Officer

Encl.: Notice of 18th Annual General Meeting



**Corporate Office :**  
**Unit - II :**  
Plot No. 435 to 437, 440, 453, 457  
Nr. Galaxy Hotel, N.H.08, Vill-POR  
Dist. Vadodara-391243.(Guj.) INDIA  
Tele No. : +91-9328026762/67

**Unit - I :**  
283-285, G.I.D.C. N.H. 8,  
POR-Ramangamdi Ind. Estate  
Dist. Vadodara-391243.(Guj.) INDIA  
Cell. : +91-9328026763

**Vadodara Office :**  
2nd Floor, 201-202, Savorite Complex,  
Opp. Navneet Park, Nr SNDT College,  
Old Padra Road, Akota,  
Vadodara-390020,

E-mail: [nilesh@vilastranscore.com](mailto:nilesh@vilastranscore.com) [kalpesh@vilastranscore.com](mailto:kalpesh@vilastranscore.com)

[www.vilastranscore.com](http://www.vilastranscore.com)



## NOTICE

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting (“AGM”) of the members of Vilas Transcore Limited (the Company) will be held on Saturday, 28<sup>th</sup> September, 2024 at 11:00 a.m. (IST) through video conference (“VC”)/other Audio-Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the office of the situated at Plot No 435 To 437 Nr Galaxy Hotel N H No 8 Village Por, Vadodara, Gujarat, India, 391243.

### **Ordinary Business:**

- 1. To consider, approve and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** the Audited Standalone Financial Statements including Balance Sheet as at March 31, 2024 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted.”

- 2. To appoint a Director in place of Ms.Natasha Patel (DIN 08757926), who retires by rotation and being eligible, offers herself for re-appointment and in this regard to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Ms. Natasha Patel (DIN 08757926), a Director of the Company who retires by rotation at this Meeting being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation.”

- 3. To appoint the Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of Directors, Talati & Talati LLP, Chartered Accountants, Vadodara (Firm Registration No. 110758W/W100377) be and are hereby re-appointed as a Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of this AGM till the conclusion of the 23rd AGM of the Company to be held in the year 2029 at a remuneration of Rs. 4,00,000/- p.a. plus applicable taxes and reimbursement of out of pocket expenses subject to revision of the Remuneration from time to time as may be decided by Mr. Nilesh Jitubhai Patel, Managing Director of the Company.”

**Special Business:**

**4. Ratification of remuneration of the Cost Auditor for the financial year 2024-25. 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 148 of the Companies Act, 2013 (the Act) and all other applicable provisions of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration of M/s. S S PURANIK AND ASSOCIATES, (Firm Registration Number 100133), Cost Auditor of the Company for the financial year 2024-25 as appointed by the Board of Directors at a remuneration of Rs. 50000/-(Rupees Fifty Thousand only) plus applicable taxes, (inclusive of out of pocket expenses), to be paid to M/s. S S PURANIK AND ASSOCIATES, Cost Accountants, (Firm Registration Number 100133), be and is hereby confirmed and ratified.

RESOLVED FURTHER that the Board of Directors and / or its delegated authority be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

By order of the Board of Directors  
For Vilas Transcore Limited

Place: Vadodara

Date: 22.08.2024

Gandhali Paluskar  
Company Secretary

1. The Register of members of the Company will remain closed from 22<sup>nd</sup> September, 2024 to 28<sup>th</sup> September, 2024 (both days inclusive) for annual closing.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
3. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated May 5, 2022, Circular no. 10 dated December 28, 2022 ( collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMR2/CIR/P/2022/62 vide dated 13th May, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM through video conferencing (VC) or other audio-visual means (OAVM) without the physical presence of the members at a common venue. Accordingly, in line with the above Circulars, the AGM of the Company will be held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with said Circulars. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Registered office of the Company shall be deemed to be venue o the AGM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members

is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for all the members.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. 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.vilastranscore.com](http://www.vilastranscore.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on Wednesday, 25<sup>th</sup> September, 2024 at 10:00 A.M. and ends on Friday, 27<sup>th</sup> September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21<sup>st</sup> September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21<sup>st</sup> September, 2024.**

### **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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

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



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](http://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](http://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](http://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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto: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 [accounts@vilustranscore.com](mailto:accounts@vilustranscore.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 ([accounts@vilustranscore.com](mailto:accounts@vilustranscore.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](mailto: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.

## **Instructions for shareholders/ members to speak during the Annual General Meeting**

5. Shareholders who would like to express their views/have questions may send their request alongwith their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [accounts@vilastranscore.com](mailto:accounts@vilastranscore.com), preferable 3 days prior to the date of AGM. First 10 speakers on first come basis will only be allowed to express their views/ ask questions during the meeting

### **Explanatory Statement pursuant to Section 102 of Companies Act, 2013 & Regulation 36(5) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

#### **Item No. 3**

The tenure of Naresh & Co., Chartered Accountants as auditors is expiring at the ensuing 18<sup>th</sup> Annual General Meeting to be held on 28<sup>th</sup> September, 2024. On the basis of recommendation of the Audit Committee and Board of Directors, it is proposed to make appointment of Talati & Talati LLP, Chartered Accountants, Vadodara (Firm Registration No. 110758W/W100377), as Statutory Auditors of the Company for a period of five years from the conclusion of the said 18<sup>th</sup> AGM up to the conclusion of 23<sup>rd</sup> AGM of the Company to be held in the year 2029.

M/s. Talati & Talati LLP, Chartered Accountants, a Peer Reviewed Firm, is having vast experience of Audit & Assurance and related area of services in various sectors like manufacturing, information technology, logistics, chemicals, health etc. The said firm has an experience in Indian GAAP, IFRS and US GAAP led by expert partners. After having considered expertise of M/s. Talati & Talati LLP, Chartered Accountants, the Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), has recommended the appointment of M/s. Talati & Talati LLP, Chartered Accountants, Vadodara (Firm Registration No. 110758W/W100377), as the Statutory Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of 23<sup>rd</sup> AGM of the Company.

As per the requirement of the Companies Act, 2013 (the Act) read with the SEBI (LODR) Regulations, 2015, M/s. Talati & Talati LLP, Chartered Accountants have confirmed that their appointment if made would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends a remuneration of Rs. 4,00,000/- p.a. plus applicable taxes and reimbursement of out of pocket expenses subject to revision of the Remuneration from time to time as may be decided by Mr. Nilesh Patel, Managing Director of the Company. There is a no material change in the fee payable to the Statutory Auditor of the Company being listed company.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 3 of this Notice.

#### **Item No. 4**

As per the Cost Audit Rule 3A (IV) which are notified by the Ministry of Corporate Affairs on 30<sup>th</sup> June, 2014, the same is applicable to the Company and accordingly the Company is required to keep the Cost Records on or after the 1<sup>st</sup> day of April, 2014, and shall in compliance with the same within

one hundred and eighty days of the commencement of every financial year to appoint a cost auditor with the approval of the shareholders.

As per the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the proposal of Appointment of Cost Auditors was placed before the Audit Committee and as recommended by Audit Committee along with the remuneration of Cost Auditors, the Board in its meeting held on 22<sup>nd</sup> August, 2024 considered and approval the said proposal to appoint M/s. S S PURANIK AND ASSOCIATES as Cost Auditors of the Company for the F.Y. 2024-25 at the remuneration of Rs. 50,000/- excluding out of pocket expenses plus applicable service tax. Now, the resolution is being placed before the Members of the Company for the approval and ratification of the remuneration to the Cost Auditors.

The Board of Directors recommends the resolution set forth at Item No. 4 of this notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise, in the resolution at Item No. 4 of this Notice.

#### **ANNEXURE TO NOTICE OF 18<sup>TH</sup> ANNUAL GENERAL MEETING**

##### **Details of Directors seeking appointment/re-appointment at the 18<sup>TH</sup> Annual General Meeting**

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

Name of Director	Ms. Natasha Patel
DIN	08757926
Designation	Non-Executive Director
Date of Birth	14-12-2001
Date of Appointment	09.06.2020
Terms and conditions of appointment/re-appointment	Director liable to retire by rotation
Qualifications	International Bachelor of Business Administration with Honours
Expertise in Specific Functional Area	Business Administration
No. of Equity Shares held in the	NIL

company	
Average Remuneration for 2023-24/ (last drawn)	1,50,000/-p.m.
Directors in other companies	Nil
Membership of committees in other public limited companies	Nil
No. of Board meetings attended during the financial year 2023-24	18
Inter relationship	Relative of Mr. Nilesh Patel, Managing Director