



VISAKA INDUSTRIES LIMITED[®]

CIN: L52520TG1981PLC003072

Regd. & Corporate Office : "VISAKA TOWER", 1-8-303/69/3, S.P. ROAD, SECUNDERABAD - 500 003.

TEL : +91-40-2781 3833, 2781 3835, www.visaka.co E-mail : vil@visaka.in

VILSTEX/FY2026/18

Date: July 08, 2025

To,

National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051	BSE Limited The Senior General Manager, Listing Compliances, Floor 25, P. J. Towers, Dalal Street, Mumbai – 400 001
Scrip Code – VISAKAIND	Scrip Code – 509055

Dear Sir/Madam,

Sub: Notice of 43rd Annual General Meeting of Visaka Industries Limited

Please find enclosed herewith the Notice of the 43rd Annual General Meeting ('AGM') of Visaka Industries Limited ('Company') scheduled to be held on Wednesday, July 30, 2025, at 3:30 p.m. (IST) through Video Conferencing/Other Audio-Visual Means. The said Notice forms part of the Annual Report of the Company for the Financial Year ended 2024-25.

The Notice of the AGM is available on the website of the Company at:

https://www.visaka.co/investors/financial_information/fn_annual_reports

This is for your information and records please.

Thanking you,

Yours faithfully,

For VISAKA INDUSTRIES LIMITED

Ramakanth Kunapuli

Assistant Vice President & Company Secretary

Encl.: As above.

Factory : A.C. Division I	: Survey No. 164, 168/2, Manikantham (V), Paramathi-Velur Taluq, Namakkal Dist., Tamil Nadu, Pin 637 207
Factory : A.C. Division II	: GAT. No. 70/3A & 70/3A/3 & 70/1B & 70/1C, Sahajpur Industrial Area, Nandur (V), Daund (Tq), Pune Dist., Maharashtra, Pin 412 202
Factory : A.C. Division III	: Plot No. 11, 12, 18 To 21 & 30, Changsole Mouza, Bankibundh G.P. No. 4, Salboni Midnapur West, W.B, Pin 721 147
Factory : A.C. Division IV	: Survey No. 90/2A 90/2B 27/1, G.Nagenhalli (V), Kempannadodderi Post, Kestur Road, Kora Hobli, Tumkur Dist., Karnataka, Pin 572 138
Factory : A.C. Division V	: Village & Post, Kannawan, Thana Bachhrawan, Tehsil Maharajgunj, Dist. Raebareli, U.P, Pin 229 301
Factory : A.C. Division VI	: Survey No. 385, 386, Jujjuru (V), Chennaraopalem Post, Near Kanchikacharla, Veerulapadu (Mdl), NTR Dist., A.P, Pin 521 181
Factory : A.C. Division VII	: Plot No. 1994 (P) 2006, Khata No. 450, Chaka No. 727, Paramanpur (V), P.S. Sason, Tehsil Maneswar, Sambalpur Dist, Odisha, Pin 768 200
Factory : Textile Division	: Survey No. 179 & 180, Chiruva Village, Mouda Taluk, Nagpur District, Maharashtra, Pin 441 104
Factory : V-Boards Division I	: Survey No. 226, 242, 89, 95 & 96, Gajalapuram Vil, Kukkadam Post, Madugulapally Mdl, Adj. to Kukkadam R.S., Nalgonda Dist, Telangana-508 217
Factory : V-Boards Division II	: GAT No : 248 & 261 to 269, Delwadi Village, Daund Taluq, Pune Dist, Maharashtra, Pin 412 214
Factory : V-Boards Division III	: Mustil Nos. 106, 107 & 115, Jhaswa Village, P.S. & Tehsil Salawas, Jhajjar, Haryana, Pin 124 146
Factory : V-Boards Division IV	: SF.No: 169/A3C1, 169/B1, 174/A1, 174/A3 & 174/B, Venasapatti Vil, Ganapathipalayam Post, Udumalpet Taluk, Tiruppur Dist, TN -642 122
Factory : V-Boards Division V	: Plot No.120&1 to 7 Mouza-Dakshinsol,J.L.No.431&Krishnapur,J.L. No.430,PO-Saiyedpur,PS-Salboni,Pachim Medinipur Dist,W.B.-721147

Notice

Notice is hereby given that the 43rd Annual General Meeting of the Members of **VISAKA INDUSTRIES LIMITED** ("The Company") will be held on Wednesday, July 30, 2025, at 3:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
2. Declaration of dividend:

To declare a final dividend of ₹0.50/- (Fifty paise only) (25%) per equity share of ₹2/- each (Rupees Two) for the financial year 2024-25.
3. To appoint a director in place of Dr. G. Vivek Venkatswamy (DIN: 00011684), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Ratification of remuneration of cost auditors.

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

"RESOLVED THAT pursuant to Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of ₹1,65,000/- (Rupees One Lakh Sixty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Sagar & Associates (Firm Regn. No. 000118), who have been appointed by the Board of

Directors of the Company based on the recommendation(s) of the Audit Committee, as Cost Auditors of the Company to conduct audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any of its duly constituted committee thereof) and / or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.

5. Appointment of Secretarial Auditors.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with applicable provisions of the Companies Act, 2013 as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), M/s. GMR & Associates, Company Secretaries, (Practising Company Secretaries Firm) having ICSI Membership No. 8463 and C.P No. 7911, be and is hereby appointed as the Secretarial Auditors of the Company for a period of five years to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the Listing Regulations, for the period beginning from the Financial Year 2025-26 through the Financial Year 2029-30 at such fees plus applicable taxes and other out-of-pocket expenses as stated in the explanatory statement annexed here with.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any of its duly constituted committee thereof) and / or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and

things as may be necessary, proper or desirable or expedient and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns, etc., to give effect to this resolution.

By order of the Board
For **VISAKA INDUSTRIES LIMITED**

Registered Office:

**Visaka Tower, 1-8-303/69/3,
S. P. Road, Secunderabad,
Telangana, 500003, India**

CIN: L52520TG1981PLC003072

Website: www.visaka.co

Email: investor.relations@visaka.in

Phone : 040-27813833, 040-27813835

Ramakanth Kunapuli
Assistant Vice President & Company Secretary
ICSI Membership No. F-5539

Date: May 21, 2025

Place: Secunderabad

Notes

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and the Rules made thereunder, Secretarial Standard on General Meetings ("SS-2") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") wherever applicable, in respect of the special business set out in the Notice, is annexed hereto.
2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and SEBI circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") read with previous circulars issued by MCA/ SEBI in this regard and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the 43rd AGM of the Company is being held through VC / OAVM on Wednesday, July 30, 2025, at 3.30 p.m. (IST). The deemed venue for the 43rd AGM shall be Registered office of the Company situated at Visaka Towers, 1-8-303/69/3, S.P. Road, Secunderabad, Telangana, India, 500003.
3. 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 and route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives with valid Board Resolution and other required documents to attend the 43rd AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the 43rd AGM in the VC/OAVM mode 30 minutes before 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 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions.
5. The attendance of the Members attending the 43rd AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the 43rd 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 e-voting on the date of the 43rd AGM will be provided by NSDL.
7. 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 https://visaka.co/investors/financial_information/fn_annual_reports. The notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the 43rd AGM notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The Company has fixed June 27, 2025, as record date for the purpose of reckoning the members eligible to receive annual report and dividend (if approved by the members at their ensuing Annual General Meeting). The members are requested to –
 - a) Intimate changes if any, relating to name, their registered addresses, email addresses, telephone/mobile numbers, Permanent Account Numbers (PAN), mandates, nominations, power of attorney at an early date:
 - i) to the Company or
 - ii) Company's Registrar and Transfer Agents, M/s. Kfin Technologies Limited (Kfintech), in case they hold shares in physical form and / or
 - iii) to their Depository Participants in case, they hold shares in electronic form.
 - b) Quote Ledger Folio/ DP ID and Client ID in all the correspondence and
 - c) Intimate to their respective Depository Participant about changes in bank particulars such as name of the bank, branch details, bank account number, MICR Code, IFSC Code etc., in case members are holding shares in electronic form. In all such cases, the Company or its

Registrar and Transfer Agents, Kfintech cannot act on any request received directly from such members.

9. Final Dividend for FY 2024-25:

The Board of Directors at its meeting held on May 21, 2025, has recommended a Final Dividend of ₹0.50/- (Fifty paise only) (25%) per equity share of ₹2/- each (Rupees Two). The Record Date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM, is Friday, June 27, 2025.

If the final dividend is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made within 30 days from the date of completion of AGM, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on Friday, June 27, 2025.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, June 27, 2025.
10. SEBI has mandated that with effect from April 1, 2019, securities of listed companies should be transferred only in dematerialized form. Accordingly, members holding shares in physical form are advised to avail the facility of dematerialisation and the company / RTA has stopped accepting any fresh lodgement of transfer of shares in physical form.
11. Board of Directors has appointed Shri B V Saravana Kumar (ICSI membership number- 26944 & CP-11727) practising company secretary, as the scrutinizer to scrutinize remote e-Voting process before the AGM as well as remote e-Voting process during the AGM in a fair and transparent manner.
12. Members desiring any information pertaining to accounts are requested to write to the Company at least fifteen days before the date of the meeting to enable the management to keep the information ready during the meeting.
13. All documents referred to in the notice and explanatory statement are open for inspection at the registered Office of the Company during office hours on all working days from Monday to Friday except on public holidays between 11:00 A.M. and 3:00 P.M. up to the date of the Annual General Meeting.
14. The business as set out in the notice will be transacted only through voting by electronic means i.e., e-voting system and as required, the Company is providing the e-voting facility to all its members. Under the said system, members are allowed to exercise their voting rights through remote e-voting process, wherein they can cast their vote from a place other than venue of the meeting. Apart from aforesaid remote e-voting facility, voting through e-voting system will also be

provided during the AGM and those members who did not exercise their vote through remote e-voting, are allowed to cast their vote under this platform.

15. To support Company's green initiative, members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their Depository Participants/ Company's RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/145 dated 11th August 2023, in addition to the existing SCORES 2.0 portal facilitating the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal, (<https://smartodr.in/login>) only if the Company does not resolve the issue or it is not resolved through SCORES 2.0 portal.
18. Regulation 40 of the Listing Regulations, as amended, mandates that transfer, transmission and transposition of securities shall not be processed effected only in DEMAT mode and mandated that listed companies shall issue the securities only in DEMAT mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/ consolidation of share certificates, transmission, transposition, etc. In view of the same and also to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to DEMAT mode.
19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investor.relations@visaka.in.
20. Tax Deducted at Source on Dividend
 - a) Pursuant to Finance Act 2020, dividend income is taxable in the hands of the Members w.e.f. April 01, 2020

and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Kfintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

- b) A Resident individual shareholder with PAN, who is not liable to pay income tax can avail the benefit of non-deduction of tax at source by submitting a yearly declaration in Form No.15G/15H latest by July 15, 2025 to the email inward.ris@kfintech.com. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
- c) Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to inward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 P.M. (IST) on July 15, 2025. The formats of the same can be downloaded from the website of the Company, www.visaka.co.
- d) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Kfintech. KYC documents to be submitted by physical holders which were dispatched by RTA.
21. Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Dr. G. Vivek Venkatswamy (Dr. G. Vivekanand) (DIN:00011684)
Qualification	MBBS
Age	66
Date of First Appointment	18-06-1981
Terms & Conditions of Re-appointment along with Remuneration sought to be paid.	Reappointment by virtue of retirement by rotation
Remuneration last drawn	Please refer report on Corporate Governance
Relationship with other Directors, manager and other key managerial personnel of the Company	Dr. G. Vivek Venkatswamy is Spouse of Smt. G. Saroja Vivekanand, Managing Director and Father of Shri G. Vamsi Krishna, Joint Managing Director
Brief Profile and expertise in specific functional area.	Dr G. Vivek Venkatswamy is the founder of Visaka industries limited. Currently he is the minister for Labour, Employment, Training and Factories, Mines and Geology in the Government of Telangana. He has more than 40 years of experience in the field of leadership, strategic planning, business operations, industry experience, risk management, consumer insights & supply chain management, governance and regulatory affairs.
No. of Board meetings held and attended by the Director during the year	Attended all five meetings held during the year
Names of other listed companies in which directorship(s) is held	NIL
Names of other companies including other listed entities in which holds the membership of Committees of the Board.	He is a member of Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of Visaka Industries Limited
No. of Equity Shares of ₹2/- each held in the Company as on March 31, 2025	3,43,65,215

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING 43rd ANNUAL GENERAL MEETING (AGM) ARE AS UNDER: -

The remote e-voting period begins on July 26, 2025 at (09:00 A.M. IST) and ends on July 29, 2025 at (05:00 P.M. IST). 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 cut-off date i.e. July 23, 2025, 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 July 23, 2025.

VOTING THROUGH ELECTRONIC MEANS – INSTRUCTIONS

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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:
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.

- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 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 saravana1015@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.
- 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.
- 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 Mr. Amit Vishal, Deputy Vice President or Ms Pallavi Mhatre, Senior Manager 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 of the 43rd AGM

- 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 investor.relations@visaka.in
- 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 investor.relations@visaka.in. If you are an Individual shareholder 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 meetings for Individual shareholders holding securities in demat mode.
- 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.

- 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 43rd AGM ARE AS UNDER: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the 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 AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 43rd AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the 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.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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 investor.relations@visaka.in. The same will be replied by the company suitably.
6. Registration as speaker shareholder:
Members intending to express their views or raise queries during the AGM may register themselves as a speaker

by sending a request from their registered email address mentioning their name, DP ID & Client ID / Folio Number, PAN, mobile number to investor.relations@visaka.in from July 22, 2025 (09:00 A.M.) (IST) to July 24, 2025, 05:30 P.M. (IST). Please note that those members who have registered themselves as a speaker will only be allowed to express their views / raise queries during the AGM. The company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Annexure to the Notice

Statement as Required Under Section 102 (1) of the Companies Act, 2013

Item No. 4:

As per the provisions of Section 148 of the Companies Act, 2013 read & the Companies (Audit and Auditors) Rules, 2014, M/s. Sagar and Associates (Firm Regn. No. 000118), Practicing Cost Accountants, Hyderabad have been conducting Cost Audit of Synthetic Yarn Division as well as Building Products Division of the Company from the financial year 2014-15 onwards.

The Board of Directors of your Company at its meeting held on May 21, 2025, based on the recommendation of its Audit Committee, approved the reappointment of M/s. Sagar & Associates (Membership No. 000118) as Cost Auditors for the financial year 2025-26 at a remuneration of ₹1,65,000/- (Rupees One Lakh Sixty Five Thousand Only) exclusive of out-of-pocket expenses and applicable taxes subject to your ratification in the ensuing Annual General Meeting of the Company.

In terms of aforesaid rules, the remuneration payable to them is subject to ratification by the members. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice (hereinafter the Resolution) for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends the resolution(s) for approval of the members of Company.

Item No.5

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 204

and other applicable provisions of the Companies Act, 2013, as amended, the Company is required to appoint Secretarial Auditors for a period of five years, from FY 2025-26 to conduct the Secretarial Audit in accordance with Section 204 of the Companies Act, 2013, read with Regulation 24A and other applicable provisions of the Listing Regulations and other applicable SEBI circulars.

In order to identify a suitable Secretarial Auditor, the Company evaluated profiles of various eligible Practicing Company Secretary firms as per the defined eligibility criteria. While shortlisting, the Company considered key parameters such as the firm's capability to conduct audits, its professional background, relevant experience, and its understanding of the Company's business and identify compliance with the relevant laws and regulations applicable to the Company. Based on this assessment, M/s GMR & Associates, Company Secretaries (ICSI Membership No. 8463 and C.P. No. 7911), who are Secretarial Auditors of the Company since FY 2023, were found eligible for appointment as secretarial Auditors of the company and recommended their reappointment to the Audit Committee.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2025, approved the appointment of M/s GMR & Associates Company Secretaries, a peer reviewed firm, specializes in Corporate Laws, SEBI, RBI Regulations, Corporate Governance and compliance. as the Secretarial Auditors of the Company. The Board now recommends the said appointment for the approval of the Members of the Company for a period of five years, commencing from the conclusion of the 43rd Annual General Meeting scheduled on July 30, 2025, until the conclusion of the 48th Annual General Meeting to be held in the year 2030, for conducting the Secretarial Audit of the Company for the financial years from FY 2025-26 to FY 2029-30.

M/s GMR & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations. The services to be rendered by M/s GMR & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to M/s GMR & Associates, for FY2025-26 is ₹2 lakh plus applicable taxes and reimbursement of out-of-pocket expenses. The remuneration to be paid to

Secretarial Auditors for the remaining term i.e. from FY2026-27 through FY2029-30 shall be mutually agreed between the Board, based on recommendation(s) of the Audit Committee and the Secretarial Auditors, from time to time.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution set out at the Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolution(s) for approval of the members of Company.

Registered Office:

1-8-303/69/3, Visaka Tower,

S. P. Road, Secunderabad,

Telangana, 500003, India

CIN: L52520TG1981PLC003072

Website: www.visaka.co

Email: investor.relations@visaka.in

Phone : 040-27813833, 040-27813835

By order of the Board
For **VISAKA INDUSTRIES LIMITED**

Ramakanth Kunapuli

Assistant Vice President & Company Secretary

Membership. No. F5539

Date: May 21, 2025

Place: Secunderabad