



(Formerly Vishnusurya Projects and Infra Private Limited)  
CIN: L63090TN1996PLC035491 GST No: 33AADCS0735L1ZF

Date: 18.11.2025

TO,  
LISTING DEPARTMENT  
NATIONAL STOCK EXCHANGE OF INDIA LIMITED  
EXCHANGE PLAZA, PLOT NO. C/1, G BLOCK,  
BANDRA-KURLA COMPLEX  
BANDRA (E), MUMBAI-400051

NSE Symbol: VISHNUINFR

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of the Extra-Ordinary General Meeting.

Dear Sir/Madam,

Pursuant to Regulation 30 read with Para A Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice of the Extra-Ordinary General Meeting ("EGM") of Vishnusurya Projects and Infra Limited ("the Company") to be held on Wednesday, December 10, 2025 at 09:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") is enclosed herewith. The meeting is being held in accordance with relevant circulars issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India. The Notice of the EGM has been finalized by the Board of Directors at its meeting held on November 10, 2025.

The said Notice of EGM has been sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/Depositories.

The said Notice is available at the website of the Company at <https://www.vishnusurya.com/investors/investors-communication>.

The brief details of the meeting including the proposed business to be transacted at the meeting can be accessed through the notice attached.

The e-voting details are mentioned below:

Cut - off date (for determining members eligible for remote e-voting prior to the meeting or voting during the meeting)	Friday, December 05, 2025
Commencement of Remote e-voting period	Sunday, December 07, 2025 (9:00 AM IST)
End of Remote e-voting	Tuesday, December 09, 2025 (5:00 PM IST)

You are requested to take this intimation on record.

Thanking You,

Yours faithfully,

FOR VISHNUSURYA PROJECTS AND INFRA LIMITED

SONALI SARANGI  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
M. NO: A49480

Regd. Office: Agni Business Centre, No. 24/46, Fourth Floor KB Dasan Road, Alwarpet, Chennai - 600 018.

Ph : +91-44-24950019, 044 47939125 Fax : +91-44-24950019 E-mail : [info@vishnusurya.com](mailto:info@vishnusurya.com)

**Branch Office:** 1) No.13/1, Manish First Street, Gandhi Nagar, Aruppukottai P.O., Virudhunagar District, Tamilnadu-626101 Ph : +91-4566-240083  
2) No.12, Mosavadi Village, Vandavasi Taluk, Thiruvannamalai District, Tamilnadu - 604503 Ph : +91-4182-299977  
3) No. 809, 8<sup>th</sup> Floor, Arunachal Building, 19 Barakhamba Road, New Delhi- 110 001 Ph: 01146595367  
4) 35, Survey No. 9 and 10, Kariyasandiram Village, Shoolagiri Taluk, Kariyasandiram, Krishnagiri, Tamil Nadu, 635105

**NOTICE OF EXTRA - ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra-Ordinary General Meeting (the "Meeting"/ "EGM") of the Members of VISHNUSURYA PROJECTS AND INFRA LIMITED (the "Company") will be held on Wednesday, December 10, 2025 at 9:30 AM through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") ("hereinafter referred to as "Electronic Mode") to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore and Fifty Lakhs) equity shares of 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crore only) consisting of 3,00,00,000 (Three Crore) equity shares of 10/- (Rupees Ten Only) each by creation of additional 5,00,00,000 (Five Crore) equity shares of 10/- (Rupees Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

**"V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) consisting of 3,00,00,000 (Three Crore) equity shares of 10/- (Rupees Ten Only) each."**

**RESOLVED FURTHER THAT** Mr. Sanal Kumar Vengatte, Chief Executive Officer and/or Mr. Arunachalam Charima Thangam, Wholtime Director and/or, Ms. Sonali Sarangi, the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to perform and execute all acts, deeds, and matters necessary or expedient to give effect to this resolution, including the delegation of any or all of its powers to any committee, Director, Key Managerial Personnel, or officer of the Company as deemed appropriate and this authorization includes, but is not limited to, filing necessary forms, documents, and returns with relevant authorities, depositing requisite fees, and ensuring compliance with all related requirements or incidental matters."

**ITEM NO. 2: ISSUE OF EQUITY SHARES AND CONVERTIBLE WARRANTS BY ON PREFERENTIAL BASIS**

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

**"RESOLVED THAT** in accordance with the provisions of Section 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act") the Companies (Prospectus and

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Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification, variations, amendment(s) or re-enactments thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations, 2015”) and Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations, 2018”), as amended from time to time and any rules, circulars, notifications, regulations and guidelines issued thereunder and pursuant to the Memorandum and Articles of Association of the Company and pursuant to the approval of the Board of Directors and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot on Preferential Basis 26,12,784 Equity Shares of the Company having Face Value of Rs. 10/- at an Issue Price of Rs. 170.01/- per Equity Share aggregating to Rs. 44,41,99,407.84/- and 7,49,955 Convertible Warrants at an Issue price of Rs. 170.01/- per Warrant aggregating to Rs. 12,74,99,849.55/-, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, carrying a right and option to subscribe 7,49,955 fully paid-up Equity Shares of the Company having Face Value of Rs. 10/- each in aggregate, which may be exercised during the period commencing from the date of allotment of Convertible Warrants until expiry of 18 (eighteen) months from the said date of allotment in accordance with the provisions of Chapter V of the ICDR Regulations, 2018 aggregating up to an amount of Rs. 12,74,99,849.55/- to the proposed allottees for consideration in cash, as per details mentioned herein below, on such terms and conditions as set out herein, subject to the applicable laws and regulations, including the provisions of Chapter V of ICDR Regulations, 2018 and the Act.

Sr No .	Name of the Proposed Allottee	Category	Convertible Warrants to be Issued	Equity Shares to be Issued	Maximum Amount to be Invested
1.	Mayank Pareek	Public	-	29,410	49,99,994.10
2.	Manish Mardia	Public	-	29,410	49,99,994.10
3.	Priyank Pincha	Public	-	58,820	99,99,988.20
4.	Krishnasamy Pari	Public	-	29,410	49,99,994.10
5.	Rushabh N Shah	Public	-	58,820	99,99,988.20
6.	Jai Basantilal Golecchha	Public	-	29,410	49,99,994.10
7.	Chandrika Rajeshkumar Jain	Public	73,525	73,525	2,49,99,970.50
8.	T Adaikkappan	Public	-	29,410	49,99,994.10

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9.	Khushi Jain	Public	-	29,410	49,99,994.10
10.	Sushila Jain	Public	58,820	-	99,99,988.20
11.	Vinod Dugar	Public	-	73,525	1,24,99,985.25
12.	Sushil Kumar Dangi	Public	-	58,820	99,99,988.20
13.	Shantilal R Jain	Public	-	29,410	49,99,994.10
14.	K P Sanjeev Kumar	Public	-	29,410	49,99,994.10
15.	Rajeshkumar Chandan	Public	-	73,525	1,24,99,985.25
16.	Kamleshkumar G	Public	-	29,410	49,99,994.10
17.	Maneesh Parmar	Public	3,52,920	-	5,99,99,929.20
18.	S Neelakantan Family Trust	Public	2,35,280	-	3,99,99,952.80
19.	Muthusubramanian Jagadeesh	Public	-	29,410	49,99,994.10
20.	Vivek Anand	Public	-	29,410	49,99,994.10
21.	Nirmal Hemant Ventures LLP	Public	-	29,410	49,99,994.10
22.	Ved Investments	Public	-	1,17,640	1,99,99,976.40
23.	Ashwani Bhartia	Public	-	58,820	99,99,988.20
24.	Vignesh S Bheda	Public	-	29,410	49,99,994.10
25.	Sunil Khetpalia	Public	29,410	58,820	1,49,99,982.30
26.	Monarch Infraparks Private Limited	Body Corporate	-	2,94,100	4,99,99,941.00
27.	Shaishav Rakeshkumar Shah	Public	-	1,17,640	1,99,99,976.40
28.	Bhavnaven Jigishbhai Doshi	Public	-	58,820	99,99,988.20
29.	Palak Akshat Doshi	Public	-	58,820	99,99,988.20
30.	Hemant Navinchandra Shah	Public	-	58,820	99,99,988.20
31.	Shah Meenaben Hemantbhai	Public	-	58,820	99,99,988.20
32.	Rohan Shah	Public	-	58,820	99,99,988.20
33.	Pushpa Hasmukh Gadhecha	Public	-	58,820	99,99,988.20
34.	Deep Onshore Services Private Limited	Body Corporate	-	1,17,640	1,99,99,976.40
35.	Mukeshkumar Harishkumar Tekwani	Public	-	1,47,050	2,49,99,970.50

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36.	Nirmala Harishkumar Tekwani	Public	-	1,47,050	2,49,99,970.50
37.	Vishal Sanjay Surana	Public	-	2,94,100	4,99,99,941.00
38.	Ashika Global Finance Private Limited	Body Corporate	-	58,820	99,99,988.20
39.	Sudhir Shivji Bheda	Public	-	58,820	99,99,988.20
40.	Maya Swaminathan Sinha	Director	-	9,999	16,99,929.99
<b>Total</b>			<b>7,49,955</b>	<b>26,12,784</b>	<b>57,16,99,257.39</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, 2018, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares and Convertible Warrants as mentioned above shall be Monday, November 10, 2025, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Preferential Allotment of Equity Shares, shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Preferential Equity Shares to be allotted shall be fully paid up and shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The Preferential Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018, and will be listed on the Stock Exchanges, where the Equity Shares of the Company is listed, subject to receipt of necessary permissions and approvals. Any existing Equity Shares held by the Allottees shall also be locked in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.
3. The Preferential Allotment Price of Rs. 170.01/- is not less than the floor price/minimum price determined in accordance with Chapter V of the ICDR Regulations, 2018.
4. The Preferential Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the Special Resolution by the members, provided that where the allotment of Preferential Equity Shares is subject to receipt of any approval or permission from any Regulatory Authorities, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the Preferential Allotment of Convertible Warrants and Equity Shares to be allotted upon conversion of Convertible Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

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1. An amount equivalent to 25% of the Warrant Issue Price shall be adjusted at the time of subscription and allotment of Convertible Warrants and the balance 75% of the Warrant Issue Price shall be adjusted at the time of allotment of Equity Shares pursuant to exercise of the options attached to Convertible Warrants to subscribe to Equity Shares. The consideration which is paid in cash, shall be paid to the Company from the bank accounts of the respective allottees.
2. The Convertible Warrants shall be allotted within the timelines prescribed under Regulation 170 of the ICDR Regulations, 2018.
3. The Equity Shares to be issued and allotted upon conversion of the Convertible Warrants shall be fully paid up and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend, voting powers, stock split, bonus shares, and/or rights issuance and so on) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
4. The Convertible Warrants and the Equity Shares allotted pursuant to exercise of such Convertible Warrants, shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations, 2018.
5. The Warrant Issue Price and the number of Equity Shares to be allotted upon conversion of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time. Each Convertible Warrant carries a right to subscribe to 1 (One) Fully Paid – up Equity Share of the Company.
6. The Convertible Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Convertible Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly, without any further approval from the members, allot the corresponding number of Equity Shares in dematerialized form.
7. In the event the rights attached to the Convertible Warrants are not exercised within 18 (Eighteen) months from the date of allotment, then such Convertible Warrants shall lapse and the consideration paid thereupon shall be forfeited.
8. The Convertible Warrants shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the Special Resolution by the members; provided that where the allotment of Convertible Warrants is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.
9. The Equity Shares arising from the exercise of the Convertible Warrants will be listed on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

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**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Allottees be recorded for the purpose of issuance of invitation to subscribe to the preferential issue of Equity Shares and Convertible Warrants and a Private Placement Offer Letter in Form No. PAS-4 together with an Application Form be issued to the Allottees inviting them to subscribe to the preferential issue of Equity Shares and Convertible Warrants.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion deem necessary and shall include to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Convertible Warrants as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, 2018, without being required to seek any further consent or approval of the members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

**ITEM NO. 3: TO APPOINT M/S. VAK & ASSOCIATES, PRACTICING COMPANY SECRETARIES, (FIRM REGISTRATION NO. P2025TN322600) AS SECRETARIAL AUDITOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 179 and 204, and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, M/s. VAK & Associates (Firm registration No. P2025TN322600), be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30, on such remuneration and on such terms and conditions as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For VISHNUSURYA PROJECTS AND INFRA LIMITED**

**Sd/-  
SONALI SARANGI  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
M. NO: A49480**

Date: November 10, 2025

Place: Chennai

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## NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") 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 EGM/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, EGM is being conducted through VC / OAVM.
2. 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 EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically during the EGM.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Company will conduct the EGM through VC/ OAVM from its Registered Office, i.e, Agni Business Center, No. 24/46, Fourth Floor, K B Dasan Road, Alwarpet, Teynampet, Chennai - 600018, India, which shall be deemed to be the venue of the meeting.
7. The related Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business items are as set out above is annexed hereto.
8. All documents referred to in the Notice shall be made available for inspection at the Registered Office of the Company up to the date of Extra-Ordinary General Meeting from 11 :00 A.M to 1 :00 P.M except Saturday, Sunday and Public Holidays. The said documents shall also be available for inspection by the Members and the same may be accessed on the website of the Company <https://www.vishnusurya.com/>
9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to the Depository Participant with whom they are maintaining the DEMAT account.

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10. In accordance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to the members whose email addresses are registered with the Company or relevant Depositories.
11. 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 ICSI 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 EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) 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 EGM will be provided by CDSL.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.vishnusurya.com](http://www.vishnusurya.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., NSE Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., [www.evotingindia.com](http://www.evotingindia.com).
13. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars issued from time to time.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

The remote e-voting period begins on Sunday December 07, 2025 at 9 A.M. and ends on Tuesday, December 09, 2025 at 5 P.M. The remote e-voting module shall be disabled by CDSL 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., Friday, December 05, 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 December 05, 2025.

#### **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 through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

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

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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

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access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting</li> <li>Existing IDeAS 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 "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 &amp; voting during the meeting.</li> <li>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 "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>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 "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 &amp; voting during the meeting.</li> </ol>

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	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<p>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 eVoting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the eVoting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>DPs</b>	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.

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**A. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL**

Login type	Helpdesk details
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
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

**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?**

- 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, 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.*
- Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL)	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*****.

- Password details for shareholders other than Individual shareholders are given below:
  - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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

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- 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. 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.evotingindia.com](http://www.evotingindia.com).
  - b) If you are still unable to get the password by aforesaid two options, you can send a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of CDSL.
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 CDSL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVSN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVSN" 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.

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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 rangrajan@bpcorpadv.com with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) to reset the password.
3. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futrex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911

**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 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 [cs@vishnusurya.com](mailto:cs@vishnusurya.com). 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 meeting for Individual shareholders holding securities in demat mode.
2. Alternatively, shareholder/members may send a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

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**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 shall be the same person mentioned for Remote e-voting.
5. The Board of Directors has appointed Mr. Rangarajan Dorairajan, Partner BP & Associates (Practicing Company Secretaries), Chennai, to act as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
6. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned below for Remote e-voting.
7. Only those shareholders, who are present in the EGM 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 available during the EGM.
8. If any vote is cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
9. This notice is intended for informational purposes only for those members who are not shareholders as of the Company as on the cut-off date, i.e., December 05, 2025.

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

1. Member will be provided with a facility to attend the EGM 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

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the EVSN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@vishnusurya.com](mailto:cs@vishnusurya.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act

#### OTHER INFORMATION:

8. The Scrutinizer shall, after the conclusion of EGM, first count the votes cast at the EGM and then unblock the votes cast through remote e-voting. The scrutinizer shall submit the consolidated scrutinizer's report, not later than 48 (forty-eight) hours of conclusion of the Meeting, to the Chairman or a person authorized by him in writing and such person may declare the result of the voting forthwith.
9. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.vishnusurya.com](http://www.vishnusurya.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared and simultaneously communicated to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolution set out in the Notice shall be deemed to be passed on the date of the EGM i.e., December 10, 2025.

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

**ITEM NO. 1**

Presently, the Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Twenty-Five Crore) equity shares of Rs. 10/- (Rupees One) each.

The Company is planning to raise funds by way of issuing equity shares on Preferential Basis. As the current authorised share capital of the Company is not sufficient for the size and nature of the issuance contemplated, the Board of Directors at its meeting held on November 10, 2025, have recommended to increase the existing authorised share capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- each (Rupees Ten Only) to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- each (Rupees Ten Only) by creation of additional 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- each (Rupees Ten Only). The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors commend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

**ITEM NO. 2**

The Board of Directors of the Company ("Board") at its meeting held on November 10, 2025, approved the Issuance of 26,12,784 Equity Shares of the Company having Face Value of Rs. 10/- at an Issue Price of Rs. 170.01/- per Equity Share aggregating to Rs. 44,41,99,407.84/- and Issuance of 7,49,955 Convertible Warrants at an Issue Price of Rs. 170.01/- per Warrant on preferential basis, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, aggregating to Rs. 12,74,99,849.55/-, carrying a right and option to subscribe up to 7,49,955 fully paid-up Equity Shares of the Company, in aggregate, having face value of Rs. 10/- each. The subscription will be facilitated by fresh infusion of funds under a Preferential Issue. The Board also approved the list of proposed allottees who have expressed their commitment to subscribe under this Preferential Issue. These individuals/entities have confirmed their eligibility in accordance with Regulation 159 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations, 2018").

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The proposed issuance of Convertible Warrants under Preferential Issue is in accordance with provisions of Section 62 read with Section 42 of the Companies Act, 2013 (the “Act”), the Companies (Share Capital and Debenture) Rules, 2014 (the “Share Capital Rules”), the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “PAS Rules”) and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “ICDR Regulations, 2018”).

The requisite disclosures as required to be given under the aforesaid Rules and Regulations are as under:

- a. **Objects of the Issue:** The proceeds from the proposed preferential issue will be primarily utilised for the following Acquisition of Land in Tuticorin around 130 to 150 Acres, Repayment of outstanding loan, General corporate purpose and Issue expenses related to this Preferential Issue. Further the proceeds from warrants shall be utilised for the Setting up Tuticorin Project.
- b. **The total number of securities, kind of securities and price at which security is being offered:** Issuance of 26,12,784 Equity Shares of the Company having Face Value of Rs. 10/- at an Issue Price of Rs. 170.01/- per Equity Share aggregating to Rs. 44,41,99,407.84/- and Issuance of 7,49,955 Convertible Warrants at an Issue Price of Rs. 170.01/- per Warrant on preferential basis, which is determined in accordance with the provisions of Chapter V of the ICDR Regulations, 2018, aggregating to Rs. 12,74,99,849.55/-, carrying a right and option to subscribe up to 7,49,955 fully paid-up Equity Shares of the Company, in aggregate, having face value of Rs. 10/- each.
- c. **The price or price band at/within which the allotment is proposed:** The price at which Equity Shares and Convertible Warrants are to be issued is fixed at Rs. 170.01/-. Each convertible warrant carries a right to subscribe 1 (One) fully paid - up Equity Share having Face Value of Rs. 10/- of the Company.
- d. **Basis on which the minimum price (including the premium, if any) has been arrived at:** Since the Equity shares of the Company are frequently traded shares on NSE Limited, the price at which each Equity Shares and Convertible Warrants are proposed to be issued is in accordance with the provisions of ICDR Regulations, 2018.

Regulation 164 of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the warrants shall be the higher of the:

- (i) 90 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; and
- (ii) 10 Trading Days Volume Weighted Average Price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on NSE Limited. In accordance with the ICDR Regulations, 2018, the Company's shares are classified as frequently traded on NSE Limited. For the purpose of determining the issue price of the Equity Shares and Convertible Warrants, NSE Limited has been considered as the relevant Stock Exchange. This is based on its status as the exchange with higher trading volume of the Company's shares during the applicable period.

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As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, 2018, the minimum price at which the Equity Shares and Convertible Warrants can be issued is Rs. 170.01/- per Warrant. The Company proposes to issue the Equity Shares and Convertible Warrants at an Issue price of Rs. 170.01/- per warrant, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations, 2018.

The Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential allotment.

- e. **Name and address of valuer who performed valuation:** Mr. DARMESH KUMAR. V, Regn. No. **IBBI/RV/02/2019/11324**. Address: No 7, 1st floor, Rosy towers, Nungambakkam, Chennai - 600034
- f. **Relevant Date with reference to which the price is arrived at:** November 10, 2025.
- g. **The class or classes of persons to whom the allotment is proposed to be made:** The proposed issuance and allotment of Equity Shares and Convertible Warrants will be made to the identified allottees comprising the individuals/entities belonging to Non - Promoter Group.
- h. **Intent of the Promoters, Directors, Key Managerial Personnel of the Company to subscribe to the Preferential Issue:** The Proposed Allottees includes entity belonging to the promoter group.
- i. **Time frame within which the allotment shall be completed:** In accordance with Regulation 170 of the ICDR Regulations, 2018, the allotment of the Equity Shares and Convertible Warrants shall be completed within a period of 15 days from the date of passing of the Special Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s)..
- j. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:** Annexed as Annexure I to this Explanatory Statement.
- k. **The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:** The anticipated shareholding of the proposed allottees, subsequent to the allotment of Equity Shares (including equity shares pursuant to full conversion of the issued Convertible Warrants), is annexed as Annexure I to this Explanatory.
- l. **The Change in control, if any, in the company that would occur consequent to the preferential offer:** The proposed Preferential Issue will not result in any change in the control of the Company. Furthermore, no single allottee, nor any group of allottees acting in concert, will be allotted more than 5%.
- m. **The current and proposed status of the allottees post the preferential issues namely, promoter or non-promoter:** Annexed as Annexure I to this Explanatory Statement.
- n. **Name and address of monitoring agency:** Not Applicable

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- o. **The number of persons to whom allotment on Preferential Basis have already been made during the year, in terms of number of Securities as well as the price:** The Company has not made any preferential allotment during the current Financial Year 2025-26.
- p. **The justification for the allotment proposed to be made for consideration other than cash together with Valuation Report of Registered Valuer:** This allotment is proposed to be made to aforesaid proposed allottees for Cash. Hence, it is not an allotment being made for consideration other than cash.
- q. **Shareholding Pattern of the Company before and after the Preferential Issue:** Annexed as Annexure II to this Explanatory Statement.
- r. **Material terms of issue of Equity Shares, to be issued upon conversion of Convertible Warrants, on Preferential Basis:** The Equity Shares to be issued (including Equity Shares upon conversion of convertible warrants) shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- s. **Principal terms of assets charged as securities:** Not Applicable
- t. **Lock-in period:** The securities allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

The pre-preferential allotment shareholding of the Equity and Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations, 2018.

- u. **Listing of Securities:** The Company will make an application to the Stock Exchange at which the Equity Shares are already listed, for listing of the Equity Shares (including Equity Shares issued upon conversion of convertible warrants). Such Equity Shares, once allotted, shall rank pari – passu with the existing Equity Shares of the Company in all respects.
- v. **The Company hereby undertakes that:**
  - 1. It would re-compute the price of the Equity Shares and Convertible Warrants in terms of the provisions of the ICDR Regulations, 2018, where it is required to do so.
  - 2. If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, 2018, the above equity shares and convertible warrants shall continue to be locked in till the time such amount is paid by the Proposed Allottees.
  - 3. Neither the Company, nor its directors or Promoters have been declared as wilful defaulter or a fraudulent borrower.
  - 4. None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations, 2018.
  - 5. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and

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6. The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations, 2018.

**w. The Proposed Allottees have confirmed that:**

- i. they have not sold any equity shares of the Company during the 90 Trading Days preceding the relevant date.
  - ii. they have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
  - iii. they shall undertake to comply with the provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended (if applicable).
- x. The Company has obtained the Permanent Account Number (PAN) of the Proposed Allottees. None of the proposed allottees are Qualified Institutional Buyers (QIB).
- y. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- z. The Company shall make an application to the Stock Exchange for seeking their In-principal approval for the proposed preferential issue

**aa. Practicing Company Secretary's Certificate:**

A certificate from A. Jeya Raja Singh, Practicing Company Secretaries, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations, 2018. The certificate can be accessed at [www.vishnusurya.com](http://www.vishnusurya.com) and shall be placed before the general meeting of the shareholders.

The approval of the Members is being sought to enable the Board to issue and allot the convertible warrants on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

In accordance with Sections 42 and Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the ICDR Regulations, 2018, and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis. Accordingly, in terms of the Act and the ICDR Regulations, 2018, the consent of the members is being sought to offer, issue and allot on preferential basis 26,12,784 Equity Shares at an Issue Price of Rs. 170.01/- per equity share and 7,49,955 Convertible Warrants at an Issue Price of Rs. 170.01/- per convertible warrant. Issue of the said Equity Shares (including Equity Shares arising from exercise of Warrants) would be well within the Authorized Share Capital of the Company.

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The Board of Director believe that the proposed preferential issue is in the best interest of the company and its members and therefore recommends the Special Resolution as set out at Item No. 2 of this notice, to the members for their approval.

Except Ms. Maya Swaminathan Sinha and Mr. Subramanian Neelakantan, None of Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise in the proposed resolution except to the extent of their shareholding in the Company and proposed allotment to be made by the Company in the Preferential issue.

### ITEM NO. 3

Pursuant to the provisions of Section 204 and other applicable provisions of the Act, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, pursuant to Regulation 24A of the SEBI Listing Regulations, as amended from time to time, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and the appointment of such Secretarial Auditor shall be approved by the Members of the Company at the General Meeting.

In view of that above, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on November 10, 2025, approved the appointment of M/s. VAK & Associates, (Firm registration No. P2025TN322600) Company Secretaries, as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company at the ensuing General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

M/s. VAK & Associates, Company Secretaries (Firm Registration No. P2025TN3226009) is a Peer – Reviewed firm. Peer review certificate no. 7047/2025. The firm is providing various professional services in the field of Corporate Law, Capital Markets & Securities Laws, Foreign Investment & Exchange Control, NBFC, Intellectual Property Rights, Mergers & Acquisitions, Corporate Legal Compliance, Audit & Assurance, Due Diligence, and Obtaining Regulatory Approvals & Appearance, etc.

M/s. VAK & Associates have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015.

The Board of Directors shall approve revisions to the remuneration of M/s. VAK & Associates for the remaining part of the tenure in such manner and to such extent as may be mutually agreed with M/s. VAK & Associates.

In view of the above, the consent of the Members is requested to pass an Ordinary Resolution as set out at Item No. 3 of the Notice.

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None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members of the Company by way of an Ordinary Resolution

**By Order of the Board of Directors  
For VISHNUSURYA PROJECTS AND INFRA LIMITED**

Sd/-  
**SONALI SARANGI**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**M. NO: A49480**

Date: November 10, 2025

Place: Chennai

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