

Date: February 02, 2026

To,  
The Manager-Listing Department,  
National Stock Exchange of India Limited  
"Exchange Plaza", Bandra – Kurla Complex,  
Bandra East, Mumbai – 400051  
Maharashtra, India

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") w.r.t Postal Ballot Notice.**

***Ref: Viviana Power Tech Limited (SYMBOL/ISIN: VIVIANA / INE0MEG01014)***

Respected Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot & E-Voting, together with the Explanatory Statement thereto, seeking approval of the Members of the Company by way of a special resolutions through the Postal Ballot process for the agenda as mentioned in the postal ballot Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. M/s. Skyline Financial Services Private Limited and the Depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. Friday, January 30, 2026.

The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Wednesday, February 04, 2026 at 9.00 A.M. IST and will end on Thursday, March 05, 2026 at 5.00 P.M. IST.

The Notice of Postal Ballot & E-Voting is also available on the website of the Company viz. [www.vivianagroup.in](http://www.vivianagroup.in) The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the websites of the Company, as mentioned earlier and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the same on your records and oblige us.

**For, Viviana Power Tech Limited**

**Kavaljit Nishant Parmar**  
**Company Secretary & Compliance Officer**  
**Membership No. 53248**

**Place: Vadodara**  
**Encl. A/a-**

**VIVIANA POWER TECH LIMITED**

ELECTRIFYING NATION WITH TRUST

Epc Projects of Power Transmission/Distribution upto 400KV System

Regd. Add. : 313-315, Orchid Plaza, Bh..McDonalds's Sama Savli Road, Vadodara-390008

Email: [info@vivianagroup.in](mailto:info@vivianagroup.in) | Mo.No.:+91 8866797833 | Web : [www.vivianagroup.in](http://www.vivianagroup.in) | CIN : L31501GJ2014PLC081671



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### NOTICE OF POSTAL BALLOT

To,  
The Members of the Company,

**Notice** is hereby given that pursuant to the provisions of Section 110 read with Section 108 and all other applicable provisions, if any, of Companies Act, 2013 (the "Act"), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and subsequent circulars issued in this regard latest being General Circular No. 3/2025 dated September 22, 2025 and Circular SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities and Exchange Board of India ("SEBI") (collectively referred to as "Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and other applicable provisions, if any, of the SEBI Listing Regulations, for the time being in force read along with SEBI Circulars / Master Circular(s), as may be applicable in this regard, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the resolutions set out below are proposed to be passed as special resolutions by the Members of **Viviana Power Tech Limited** (the "Company") by means of Postal Ballot, only by way of remote e-voting ("e-voting") process.

The proposed resolutions and the Explanatory Statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("Notice"), are annexed hereto.

In compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with M/s. Skyline Financial Services Private Limited ("RTA"), the Company's Registrar and Share Transfer Agent, and/or the Depository Participant(s) and the hard copy of the Postal Ballot, Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing regulations) and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

The Company has appointed M/s. SCS and Co LLP, Company Secretaries, as Scrutinizer for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder.

**The remote e-Voting period commences from 09:00 a.m. (IST) on Wednesday, February 04, 2026 and ends at 05:00 p.m. (IST) on Thursday, March 05, 2026.** The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-Voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-Voting.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("FOR") or dissent ("AGAINST") on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on Thursday, March 05, 2026 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "NSDL" or "Service Provider") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.



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The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at [www.vivianagroup.in](http://www.vivianagroup.in) ,on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot i.e. Thursday, March 05, 2026.

By order of the Board of Directors,  
**VIVIANA POWER TECH LIMITED**

**Date:** January 29, 2026  
**Place:** Vadodara

**SD/-**  
**Nikesh Kishorchandra Choksi**  
**Chairman & Managing Director**  
**DIN: 07762121**



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### SPECIAL BUSINESSES

#### **ITEM NO. 1:**

#### **TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE') TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE') AS WELL AS ON MAIN BOARD OF BSE LIMITED ('BSE'):**

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

*Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

**"RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws, by-laws, rules and regulations of National Stock Exchange of India Limited (NSE), BSE Limited (BSE), and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing / Trading of Equity Shares of the Company having a face value of Rs. 10 per Equity Share (which are currently listed on NSE Emerge platform) of National Stock Exchange of India Limited to the Main Board of National Stock Exchange of India Limited as well as Main Board of BSE Limited and upon Migration, the said Equity Shares be got listed and traded on the Main Board of NSE as well as Main Board of BSE, from the date of Migration / getting listed and admitted to deal on Main Board of NSE as well as Main Board of BSE.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution."

#### **ITEM NO. 2:**

#### **TO APPROVE THE APPOINTMENT OF MR. LAXMI NARAYANA MISHRA (DIN: 01952408) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and on recommendation by Nomination and Remuneration Committee and that of the Board of Directors, Mr. Laxmi Narayana Mishra (DIN: 01952408), who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director w.e.f. January 29, 2026, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director on the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till January 28, 2031, and that shall not be liable to retire by rotation.



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**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution."

### **ITEM NO. 3:**

#### **TO APPROVE THE APPOINTMENT OF MR. SAGAR NATVARLAL TAILOR (DIN: 10725617), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), and on recommendation by Nomination and Remuneration Committee and that of the Board of Directors, Mr. Sagar Natvarlal Tailor (DIN: 10725617), who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director w.e.f. January 29, 2026, by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director on the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) years till January 28, 2031, and that shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution."

### **ITEM NO. 4:**

#### **TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the rules framed thereunder, subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the consent of the Members of the Company be and is hereby accorded to increase in the Authorised Share Capital of the Company from existing Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh Only) divided into 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

***"V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each."***



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**RESOLVED FURTHER THAT** for the purpose of bringing into effect this resolution, any Directors of the Company or Chief Financial Officer or Company Secretary be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority, including but not limited to MCA, SEBI, Banks for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### **ITEM NO. 5:**

#### **TO APPROVE REMUNERATION LIMIT OF MR. NIKESH KISHORCHANDRA CHOKSI (DIN: 07762121), MANAGING DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** subject to the provisions of Sections 2(54), 196, 197, 198, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for payment of remuneration up to Rs. 5 Lakhs per month to Mr. Nikesh Kishorchandra Choksi, Managing Director (DIN: 07762121) of the Company with effect from 1st April, 2026 up to his remaining term as a Managing Director, provided in Section 197 and Section II(A) of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided, however, that the remuneration payable to Mr. Nikesh Kishorchandra Choksi, Managing Director (DIN: 07762121) shall be within the limits as prescribed in the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### **ITEM NO. 6:**

#### **TO APPROVE REMUNERATION LIMIT OF MR. RICHI NIKESHBHAI CHOKSI (DIN: 07020977), WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** subject to the provisions of Sections 2(54), 196, 197, 198, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for payment of remuneration up to Rs. 4.5 Lakhs per month to Mr. Richi Nikeshbhai Choksi, Whole-time Director (DIN: 07020977) of the Company with effect from 1st April, 2026 up to his remaining term as a Whole-time Director, provided in Section 197 and Section II(A) of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided, however, that the remuneration payable to Mr. Richi Nikeshbhai Choksi, Whole-time Director (DIN: 07020977) shall be within the limits as prescribed in the Companies Act, 2013.





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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

### ITEM NO. 7:

#### **TO APPROVE REMUNERATION LIMIT OF MRS. PRIYANKA RICHI CHOKSI (DIN: 07020969), WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

"**RESOLVED THAT** subject to the provisions of Sections 2(54), 196, 197, 198, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) and on recommendation of Nomination and Remuneration Committee and as agreed by the Board of Directors, consent of the Company be and is hereby accorded for payment of remuneration up to Rs. 4.5 Lakhs per month to Mrs. Priyanka Richi Choksi, Whole-time Director (DIN: 07020969) of the Company with effect from 1st April, 2026 up to her remaining term as a Whole-time Director, provided in Section 197 and Section II(A) of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to increase, alter and/or vary the remuneration and perquisites including the monetary value thereof as may be permitted or authorized in accordance with the provisions of the Companies Act, 2013, for the time being in force, provided, however, that the remuneration payable to Mrs. Priyanka Richi Choksi, Whole-time Director (DIN: 07020969) shall be within the limits as prescribed in the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors,  
**VIVIANA POWER TECH LIMITED**

**Date:** January 29, 2026  
**Place:** Vadodara

**SD/-**  
**Nikesh Kishorchandra Choksi**  
**Chairman & Managing Director**  
**DIN: 07762121**



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### NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Circulars, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on **Friday, January 30, 2026 (the "Cut-Off Date")** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Skyline Financial Services Private Limited (the "RTA"), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS)- 2 issued by the Institute of Company Secretaries of India on General Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA by following the procedure given below:
  - i. 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 [info@vivianagroup.in](mailto:info@vivianagroup.in)
  - ii. 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 [info@vivianagroup.in](mailto:info@vivianagroup.in)
  - iii. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings through the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, January 30, 2026 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialized, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the





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member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

9. A member cannot exercise his/her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from Wednesday, February 04, 2026 (9.00 a.m. IST) and ends on Thursday, March 05, 2026 (5.00 p.m. IST). At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be Thursday, March 05, 2026. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at [www.vivianagroup.in](http://www.vivianagroup.in), websites of the stock exchange where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. Shareholders holding shares in electronic mode may reach out to the respective Depository Participant(s), where the Demat account is being held for updating the email IDs and mobile number.

### GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- The voting period begins on Wednesday, February 04, 2026 (9.00 a.m. IST) and ends on Thursday, March 05, 2026 (5.00 p.m. IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date viz., Friday, January 30, 2026 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.



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ELECTRIFYING NATION WITH TRUST

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### THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

#### **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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. 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.</li><li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>



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	<p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="613 525 1107 816" data-label="Image"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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. 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.</li> <li>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.</li> <li>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 e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

**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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### **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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **B) Login Method 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'.

If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



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- |  |
|--|
| <p><b>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</b></p> <ul style="list-style-type: none"><li>a) Click on "<b>Forgot User Details/Password?</b>" (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li><li>b) <b>Physical User Reset Password?</b>" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li><li>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.</li><li>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</li></ul> |
| <p><b>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</b></p>  |
| <p><b>8. Now, you will have to click on "Login" button.</b></p>  |
| <p><b>9. After you click on the "Login" button, Home page of e-Voting will open.</b></p>   |

### Step 2: Cast your vote electronically on NSDL e-Voting system.

#### How to cast your vote electronically on NSDL e-Voting system?

- |   |
|---|
| <ul style="list-style-type: none"><li>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.</li><li>2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.</li><li>3. Now you are ready for e-Voting as the Voting page opens.</li><li>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.</li><li>5. Upon confirmation, the message "Vote cast successfully" will be displayed.</li><li>6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.</li><li>7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.</li></ul> |
|---|

#### 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 [scsandcollp@gmail.com](mailto:scsandcollp@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com).

#### LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

- 1. shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- 2. 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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### CONTACT DETAILS:

<b>Company</b>	<b>VIVIANA POWER TECH LIMITED</b> 313-315, Orchid Plaza, B/d Mac Donalds', Sama-Savli Road, Vadodara - 390024 <b>Mobile No.</b> +91 88667 97833 <b>E-mail:</b> <a href="mailto:info@vivianagroup.in">info@vivianagroup.in</a> <b>Website:</b> <a href="http://www.vivianagroup.in">www.vivianagroup.in</a>
<b>Registrar and Transfer Agent</b>	<b>Skyline Financial Services Private Limited</b> D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, Delhi-110020. <b>Email:</b> <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> ; <b>Web:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>
<b>E-Voting Agency &amp; VC / OAVM</b>	<b>National Securities Depository Limited (NSDL)</b> <b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> <b>NSDL help desk:</b> 1800 1020 990 and 1800 22 44 30 You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
<b>Scrutinizer</b>	<b>M/s SCS and Co LLP</b> <b>Ms. Anjali Sangtani (Partner)</b> <b>(Membership No. A41942; CP No. 23630)</b> <b>Address:</b> Office No. B-1310, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Rd, Thaltej, Ahmedabad-380059, Gujarat <b>Email:</b> <a href="mailto:scsandcollp@gmail.com">scsandcollp@gmail.com</a> ; <b>Tel No.:</b> 079-40051702





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### EXPLANATORY STATEMENT

*(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)*

#### **ITEM NO. 01:**

#### **TO APPROVE THE MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE') TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED ('NSE') AS WELL AS ON MAIN BOARD OF BSE LIMITED ('BSE'): SPECIAL RESOLUTION**

***Note: In accordance with Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the Resolutions in Item No. 1 of this Notice shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.***

The equity shares of the Company are listed on EMERGE Platform of the National Stock Exchange of India Limited since September 16, 2022 and intends to migrate to the Main Board of National Stock Exchange of India Limited and to the Main Board of BSE Limited as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period, the Company gained a good experience of compliances, Board procedures, corporate governance practices on account of SME listing and the Company are geared up for moving on to the Main board of National Stock Exchange of India Limited ('NSE') as well as Main Board of BSE Limited ('BSE'). The Board of Directors in its meeting held on January 29, 2026, has accordingly decided to migrate from National Stock Exchange of India Limited ('NSE') To Main Board of National Stock Exchange of India Limited ('NSE') as well as Main Board of BSE Limited ('BSE') subject to approval of members, National Stock Exchange of India Limited, BSE Limited or Such other Authorities.

In terms of Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the present rules/regulations, the Equity Shares which are presently listed & traded on Emerge Platform of National Stock Exchange of India Limited can be migrated to Main Board of National Stock Exchange of India Limited as well as Main Board of BSE Limited after an initial period of 3 years from the date of listing as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The proposed listing of Equity Shares of the Company on Main Board of National Stock Exchange of India Limited as well as Main Board of BSE Limited will not only act as a catalyst in the growth and expansion of the Company apart from taking company to a different league altogether with enhanced recognition and will also result in participation of a larger pool of potential investors thereby help to increase the liquidity of Shares of our Company.

The members are, therefore, requested to accord their approval for Migration of Listing/ Trading of Equity Shares of the company from Emerge Platform of National Stock Exchange of India Limited ('NSE') To Main Board of National Stock Exchange of India Limited ('NSE') as well as on Main Board of BSE Limited ('BSE') as set out in the resolution.

The Listing of the Equity Shares on the Main Board of National Stock Exchange of India Limited ('NSE') as well as on Main Board of BSE Limited ('BSE') would need to be approved by the Shareholders of the Company by passing a special resolution through Postal Ballot. Further, as per Regulation 277 of SEBI (ICDR), the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal shall amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Company would approach Stock Exchanges with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of National Stock Exchange of India Limited ('NSE') as well as on the Main Board of BSE Limited ('BSE').



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The Board recommends the Special Resolution as set out at item no. 01 for approval by the Members.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

### **ITEM NO. 02:**

#### **TO APPROVE THE APPOINTMENT OF MR. LAXMI NARAYANA MISHRA (DIN: 01952408) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS: SPECIAL RESOLUTION**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on January 29, 2026, appointed Mr. Laxmi Narayana Mishra (DIN: 01952408) as an Additional Director in the capacity of a Non-Executive Independent Director of the Company with effect from January 29, 2026, for a first term of five (5) consecutive years, subject to the approval of the Members of the Company.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Laxmi Narayana Mishra for appointment as an Independent Director of the Company. Mr. Laxmi Narayana Mishra has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Laxmi Narayana Mishra fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as a Non-Executive Independent Director, and he is independent of the management. The Board recommends his appointment as an Independent Director of the Company for a term of five (5) consecutive years commencing from January 29, 2026 up to January 28, 2031.

Further, Mr. Laxmi Narayana Mishra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Laxmi Narayana Mishra has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Laxmi Narayana Mishra is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Laxmi Narayana Mishra has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter for the appointment of Mr. Laxmi Narayana Mishra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, March 05, 2026. The resolution seeks the approval of members for the appointment of Mr. Laxmi Narayana Mishra as a Non-Executive Independent Director of the Company from January 29, 2026 to January 28, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Laxmi Narayana Mishra and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder.

Mr. Laxmi Narayana Mishra is a B. Tech (Mechanical Engineering) from IIT (BHU) and M. Tech from IIT Delhi, with over 38 years of experience in the power and infrastructure sector. He has held senior leadership roles with Adani Transmission Limited (Whole Time Director), Torrent Power Limited, Reliance Power Transmission, and Power Grid Corporation of India Limited, and has extensive expertise in transmission projects, tariff-based competitive bidding (TBCB), regulatory and policy matters, strategic planning, and P&L management. His strategic mindset, regulatory understanding, and governance-oriented approach significantly strengthen the Board's decision-making.



## VIVIANA POWER TECH LIMITED

ELECTRIFYING NATION WITH TRUST

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In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Laxmi Narayana Mishra as a Non-Executive Independent Director of the Company, as a special resolution as set out above.

Relevant document in respect of the said item is available electronically for inspection by the Members from the date of Circulation of the Notice of the postal ballot. Members seeking to inspect such documents can send an email to [info@vivianagroup.in](mailto:info@vivianagroup.in)

Except Mr. Laxmi Narayana Mishra, being appointed Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution as set out at item no. 02 for approval by the Members.

### **ITEM NO. 03:**

#### **TO APPROVE THE APPOINTMENT OF MR. SAGAR NATVARLAL TAILOR (DIN: 10725617) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS: SPECIAL RESOLUTION:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sagar Natvarlal Tailor (DIN: 10725617), as an Additional Director in the capacity of an Non-Executive Independent Director with effect from January 29, 2026, at its meeting held on January 29, 2026, for a first term of 5 (five) consecutive years, subject to the approval of Members of the Company.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Sagar Natvarlal Tailor for appointment as an Independent Director of the Company. Mr. Sagar Natvarlal Tailor has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Sagar Natvarlal Tailor fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as a Non-Executive Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years commencing from January 29, 2026 up to January 28, 2031.

Further, Mr. Sagar Natvarlal Tailor has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Sagar Natvarlal Tailor has also confirmed that he is not debarred from holding the office of a director by virtue of any order passed by SEBI or any such authority. Mr. Sagar Natvarlal Tailor is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sagar Natvarlal Tailor has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter for the appointment of Mr. Sagar Natvarlal Tailor as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to Thursday, March 05, 2026. The resolution seeks the approval of members for the appointment of Mr. Sagar Natvarlal Tailor as a Non-Executive Independent Director of the Company from January 29, 2026 to January 28, 2031 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Sagar Natvarlal Tailor and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder.



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Mr. Sagar Natvarlal Tailor is a qualified Company Secretary (ICSI), Law Graduate (LLB), and MBA. He has over 9 years of experience advising corporates on statutory compliance, secretarial governance, regulatory reporting, and corporate restructuring. He has been associated with organizations both in professional practice and corporate employment, where he has handled board/shareholders matter, SEBI and ROC compliances, secretarial audits, and regulatory interface. His earlier exposure to the financial services sector provides him with sound commercial understanding, enabling him to align governance requirements with business and risk considerations.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Sagar Natvarlal Tailor as a Non-Executive Independent Director of the Company, as a special resolution as set out above.

Relevant document in respect of the said item is available electronically for inspection by the Members from the date of Circulation of the Notice of the postal ballot. Members seeking to inspect such documents can send an email to [info@vivianagroup.in](mailto:info@vivianagroup.in)

Except Mr. Sagar Natvarlal Tailor, being appointed Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution as set out at item no. 03 for approval by the Members.

### **ITEM NO. 04:**

#### **TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION: SPECIAL RESOLUTION:**

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from present Rs. 10,50,00,000/- (Rupees Ten Crore Fifty Lakh Only) divided into 1,05,00,000 (One Crore Five Lakh) Equity Shares of Rs.10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each by way of creation of an additional 45,00,000 (Forty-Five Lakhs) Equity Shares of Rs.10/-each (Rupees Ten only), aggregating to additional capital of Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013. Therefore, the Board recommends the resolution as set out at Item No. 4 hereof for approval of the shareholders as an Special Resolution.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day, during business hours on receipt of prior notice by the members in this regard.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

### **ITEM NO. 5, 6 & 7:**

#### **TO APPROVE REMUNERATION LIMIT OF MR. NIKESH KISHORCHANDRA CHOKSI (DIN: 07762121), MANAGING DIRECTOR, MR. RICHI NIKESHBHAI CHOKSI (DIN: 07020977), WHOLE-TIME DIRECTOR & MRS. PRIYANKA RICHI CHOKSI (DIN: 07020969), WHOLE-TIME DIRECTOR OF THE COMPANY: SPECIAL RESOLUTION:**

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 29.01.2026, approved the revise limit of remuneration of Mr. Nikesh Kishorchandra Choksi, Managing Director and Mr. Richi



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Nikeshbhai Choksi, Whole-Time Director and Mrs. Priyanka Richi Choksi, Whole-Time Director of the company for their remaining term as a Managing Director and Whole Time Director, respectively, subject to the approval of shareholders through Postal Ballot.

Further Pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, to revise the limit of appointment of remuneration of Mr. Nikesh Kishorchandra Choksi, Managing Director, Mr. Richi Nikeshbhai Choksi, Whole-Time Director and Mrs. Priyanka Richi Choksi, Whole-Time Director requires approval of the Members by way of Special Resolution.

The terms and conditions of the appointment and remuneration payable to remuneration of Mr. Nikesh Kishorchandra Choksi, Managing Director, Mr. Richi Nikeshbhai Choksi, Whole-Time Director and Mrs. Priyanka Richi Choksi, Whole-Time Director are as under.

### **Tenure of revision of Remuneration:**

A period will be with effect from 01.04.2026 upto their remaining term as a Managing Director and Whole Time Directors.

### **Overall Remuneration:**

Provided further that remuneration payable to Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi, Whole-Time Director, is upto Rs. 5 Lakhs p.m. (Rupees Five Lakhs per month), upto Rs. 4.5 Lakhs p.m. (Rupees Four Lakhs Fifty Thousand per month), upto Rs. 4.5 Lakhs p.m. (Rupees Four Lakhs Fifty Thousand per month), respectively, plus 15% increment annually and in aggregate to all such Directors should not exceed the prescribed percentage of the Net Profit of the Company in each year as provided under Sections 197 and 198 of the Act read with Schedule V of the Companies Act, 2013.

### **Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Section II (A) of Part II of the Schedule V to the Companies Act, 2013.

### **Entrusted Duties:**

Subject to the supervision and control of the Board of Directors of the Company, the Managing Director and Whole Time Directors shall look after the day-to-day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to them by the Board of Directors from time to time.

### **Confidentiality:**

Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi will perform their duties truly and comply with the directives given to them from time to time by the Board, and further not disclose to any person, firm or Company any confidential information.

### **Liable to Retire by Rotation:**

During the tenure as Managing Director and Whole Time Director of the Company, the office of Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi shall be reckoned for the purpose of arriving Directors liable to retire by rotation.

### **Termination:**

Either party shall have liberty to terminate the aforesaid appointment, by giving six months' notice in writing to the other.





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### Arbitration:

Disputes to be settled by arbitration.

In terms of provisions contained in section II of Part II (A) of Schedule V of the Companies Act, 2013, the relevant details regarding the performance of the Company and of the respective appointees is furnished hereunder:

### General Information:

1)	Nature of Company	To carry on the business either itself and/or for others as manufacturers representatives, retailers, whole sellers, packers, re packers, agents, consignors, stockiest and to assemble, alter, design, develop, lay down, fix, establish, export, import, or become dealers in or distributors of the panels, electrical machineries, electrical items, electronic goods, accumulates, lamps, meters, cables, wires, lines, pots, engines, equipments and appliances of all kinds and descriptions including electrical instruments, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, convertors, switch boards, consumables, accessories, instruments, communication equipments, firefighting systems, domestic appliances, home appliances, electrical equipments, business machines and their components and accessories, including transistors, condensers, all kinds of plants and machineries, engineering goods, and provide service as electrical contractors, instrumentation contractors, mechanical jobs and provide installation and commissioning services, electrical substation generation station, transmission line, including incidental civil works related thereto.	
2)	Date of Commencement of Commercial Production	2014	
3)	Financial Performance for the Financial Year ended 31.03.2025	Turnover	Rs. 188,99,21,000
		Net Profit	Rs. 17,01,34,000
		Net worth	Rs. 60,65,94,000
		Debt Equity Ratio	0.4894
		Current Ratio	1.0484
4)	Export Performance	Nil	
5)	Foreign Investment or Collaboration	Nil	

### Information about the Appointees:

Mr. Nikesh Kishorchandra Choksi is founder Director of the Company. He has been associated with the Company as one of the Promoter Directors since its incorporation. He has overall experience of 15 Years in the field and has acquired expertise in power infrastructure. Mr. Nikesh Kishorchandra Choksi has been shouldering the responsibility of Director since 2014. During his tenure, the Company has, year after year, achieved sizeable turnover and profitability.

Mr. Richi Nikeshbhai Choksi has been associated with the Company since incorporation and has overall experience of 5 Years in the field he has acquired expertise in power infrastructure projects.

Mrs. Priyanka Richi Choksi is relative of founder Director of the Company. She has been associated with the Company as one of the Promoter Directors since its incorporation. She has expertise in the field of Finance. Mrs. Priyanka Choksi has been shouldering the responsibility of Director since 2014 and from 2022 she associated with the Company as a CFO. During her tenure, the Company has, year after year, achieved sizeable turnover and profitability.





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### Reorganization of Awards: NA

#### Job Profile and Suitability:

Subject to the supervision and control of the Board of Directors of the Company, Managing Director and Whole Time Director shall look after the day-to-day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to them by the Board of Directors from time to time.

#### Remuneration Proposed:

Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi, shall be paid consolidated same remuneration as per previous contract by way of Salary, perquisites and Allowance, subject to approval of the Central Government. In addition to above mentioned remuneration, the above appointees shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- Gratuity payable as per the rules of the Company.
- Leave encashment at the end of the tenure.

#### Sitting Fees:

As long as Mr. Nikesh Kishorchandra Choksi appointed as Chairman and Managing Director, Mr. Richi Nikeshbhai Choksi as Whole Time Director and Mrs. Priyanka Richi Choksi, Whole Time Director, they will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

#### Re-imbusement of Expenses, Costs etc.:

Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi, shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by them for the purpose of or on behalf of the Company.

#### Comparative Remuneration, Profile with respect of Industry:

The proposed remuneration to the above appointees is in commensurate to the size of units in the industry.

#### Pecuniary Relationship:

Mr. Nikesh Kishorchandra Choksi and Mr. Richi Nikeshbhai Choksi are related to Mrs. Priyanka Richi Choksi.

The copy of the draft Agreement as referred to in the resolution will be available for inspection by the members at the Registered Office of the Company on all working days between 10.00 a.m. to 1.00 p.m. except Saturdays and holidays.

Mr. Nikesh Kishorchandra Choksi holds 67,44,000 equity shares, Mr. Richi Nikeshbhai Choksi holds 1,98,400 equity shares and Mrs. Priyanka Richi Choksi holds 1,97,400 equity shares of the Company.

The Board of Directors feels that aforesaid terms of remuneration Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi is in the interest of the Company and therefore, recommends the resolution set out at item no. 5, 6 & 7 of this notice.

By order of the Board of Directors,  
**VIVIANA POWER TECH LIMITED**

SD/-  
**Nikesh Kishorchandra Choksi**  
Chairman & Managing Director  
DIN: 07762121

**Date:** January 29, 2026

**Place:** Vadodara



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### Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item no. 02, 03:

<b>Name of Director</b>	Mr. Laxmi Narayana Mishra	Mr. Sagar Natvarlal Tailor
<b>DIN</b>	01952408	10725617
<b>Age / Date of Birth</b>	63 Years/ 01-06-1963	41 Years/ 06-07-1985
<b>Nationality</b>	Indian	Indian
<b>No. of shares held including shareholding as beneficial owner</b>	NIL	NIL
<b>Qualification</b>	B. Tech (Mechanical Engineering) from IIT (BHU) and M. Tech from IIT Delhi	Company Secretary (CS), Law Graduate (LLB), and MBA
<b>Brief profile and nature of expertise in specific functional areas</b>	Mr. Laxmi Narayana Mishra is a B. Tech (Mechanical Engineering) from IIT (BHU) and M. Tech from IIT Delhi, with over 38 years of experience in the power and infrastructure sector. He has held senior leadership roles with Adani Transmission Limited (Whole Time Director), Torrent Power Limited, Reliance Power Transmission, and Power Grid Corporation of India Limited, and has extensive expertise in transmission projects, tariff-based competitive bidding (TBCB), regulatory and policy matters, strategic planning, and P&L management. His strategic mindset, regulatory understanding, and governance-oriented approach significantly strengthen the Board's decision-making.	Mr. Sagar Natvarlal Tailor is a qualified Company Secretary (ICSI), Law Graduate (LLB), and MBA. He has over 9 years of experience advising corporates on statutory compliance, secretarial governance, regulatory reporting, and corporate restructuring. He has been associated with organizations both in professional practice and corporate employment, where he has handled board/shareholders matter, SEBI and ROC compliances, secretarial audits, and regulatory interface. His earlier exposure to the financial services sector provides him with sound commercial understanding, enabling him to align governance requirements with business and risk considerations.
<b>Date of first appointment on the Board</b>	January 29, 2026	January 29, 2026
<b>Terms and conditions of appointment</b>	Appointed as an Independent Director to hold office for a period of 5 (Five) consecutive years with effect from January 29, 2026, not liable to retire by rotation	Appointed as an Independent Director to hold office for a period of 5 (Five) consecutive years with effect from January 29, 2026, not liable to retire by rotation
<b>Remuneration last drawn FY</b>	N.A.	N.A.
<b>Inter-se relationship with other Directors/ Key Managerial Personnel of the Company</b>	None	None
<b>Other Directorship</b>	NIL	Shayona Engineering Limited
<b>Chairmanship / Membership of the Committees of other Companies in which position of Director is held</b>	NIL	<ul style="list-style-type: none"> <li>- Chairman in Stakeholders' Relationship Committee</li> <li>- Member in Audit Committee</li> <li>- Member in Nomination &amp; Remuneration Committee</li> </ul>



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<b>Resignations, if any, from listed entities (in India) in past three years</b>	NIL	NIL
<b>Details of Board / Committee Meetings attended during the year</b>	N.A.	N.A.
<b>Information as required pursuant to BSE Circular No. L1ST/COMP/14/2018-19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018</b>	Mr. Laxmi Narayana Mishra is not debarred from holding the office of director pursuant to any SEBI order or any other such authority	Mr. Sagar Natvarlal Tailor is not debarred from holding the office of director pursuant to any SEBI order or any other such authority

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