



Date: 03.09.2024

To,
NSE Limited
National Stock Exchange of India Ltd., Exchange Plaza,
C-1, Block G, Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Script Code: Viviana

Dear Sir/Madam,

Sub: Notice convening the 10th of Annual General Meeting of Viviana Power Tech Limited

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), we herewith submit the Notice convening the 10th Annual General Meeting ("AGM") of Viviana Power Tech Limited, which is scheduled to be held on Wednesday, 25th September, 2024 at 2.30 PM (IST) onwards through Video Conference facility/Other Audio-Visual Means ('VC') in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

The details of AGM are mentioned below:

Date and Time of AGM	Wednesday, 25 th September, 2024 at 2.30 PM
Location	Through Video Conference
Cut Off Date for E-voting	17-Sep-2024
Remote e-Voting Start Date & Time	21-Sep-2024 at 9.00 AM
Remote e-Voting End Date & Time	24-Sep-2024 at 5.00 PM

In compliance with the aforesaid circulars, the Notice of the 10th AGM along with Annual Report for F.Y. 2023-24 is being sent today, only by electronic mode to those shareholders whose e-mail address is registered with the Company/ Registrar and Transfer Agent of the Company /Depository Participants. The Notice of AGM and Annual Report for the Financial Year 2023-24 is also available on the website of the Company at www.vivianagroup.in

Kindly take the above information on record and acknowledge receipt.

Yours faithfully,
For Viviana Power Tech Limited

(Kavaljit Nishant Parmar)
Company Secretary
Mem. No. A53248



NOTICE OF AGM

NOTICE is hereby given that the 10th Annual General Meeting (“AGM”) of the members of Viviana Power Tech Limited (the Company) will be held on Wednesday, 25th September, 2024 at 02:30 pm (IST) through video conference (“VC”)/other Audio Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the Registered office of the Company situated at 313-315, Orchid Plaza, B/H Mc Donald’s, Sama-Savli Road, Vadodara – 390024, Gujarat, India.

ORDINARY BUSINESS:

- 01. To consider, approve and adopt the Audited Financial Statements of the Company together with the schedules and notes attached thereto for the financial year ended on 31st March, 2024 including the Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss and Cash Flow for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.**

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

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

- 02. To appoint a Director in place of Mr. Richi Nikesh Choksi (DIN 07020977), who retires by rotation and being eligible, offers himself for re-appointment.**

“RESOLVED THAT Mr. Richi Nikesh Choksi (DIN 07020977), a Director of the Company who retires by rotation at this Meeting being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation.”

SPECIAL BUSINESS:

- 03. Regularization and Appointment of Mrs. Priyanka Richi Choksi (DIN 07020969) as a Director of the Company**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT subject to provisions of Sec. 152 and other applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder and the applicable provisions of the securities and exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof, for the time being in force), Including any modification and re-enactment thereof and pursuant to the applicable provisions of Articles of Association of the Company, Mrs. Priyanka Richi Choksi (DIN 07020969)), who was appointed as an Additional Director of the Company by the Board of Directors at its Meeting held on 20th August, 2024 and who holds office up to the date of the ensuing AGM and as recommended by the Nomination & Remuneration Committee and the Board of Directors of the Company and in respect of whom, the Company has received a Notice in writing under Sec. 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

VIVIANA POWER TECH LIMITED

(Formerly known as Viviana Power Tech Private Limited)

ELECTRIFYING NATION WITH TRUST

EPC Projects of Power Transmission/Distribution up to 400KV System

Regd. Add.: 313-315, Orchid Plaza, B/h. Mc Donalds's Sama - Savli Road, Vadodara-390008

Email: info@vivianagroup.in| Mo.No.:+91 8866797833 | Web : www.vivianagroup.in | CIN : L31501GJ2014PLC081671

04. Appointment of Mrs. Priyanka Richi Choksi (DIN 07020969) as a Whole Time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other approval, as may be necessary, consent of the Members of the Company be and is hereby accorded to the appointment of Mrs. Priyanka Richi Choksi (DIN 07020969) as a Whole Time Director, liable to retire by rotation, for a period of 5 years with effect from 1st October, 2024.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198, 203 and read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon recommendation of nomination and remuneration committee of the board, Mrs. Priyanka Richi Choksi (DIN 07020969) be paid remuneration of up to Rs. 3 Lakhs per month along with 15% annual increment in addition to all allowable perquisites and allowances as per policy of the Company the for a period of five years effective from 01.10.2024 to 30.09.2029, as provided in the section 197 and Section II (A) of part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mrs. Priyanka Richi Choksi (DIN 07020969), the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of 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.”

05. Approval of Remuneration limit of Mr. Nikesh Kishorchandra Choksi, Managing Director (DIN: 07762121) 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. 3.25 Lakhs per month along with 15% annual increment in addition to all allowable perquisites and allowances as per policy of the Company to Mr. Nikesh Kishorchandra Choksi, Managing Director (DIN: 07762121) of the Company with effect from 1st October, 2024 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 Schedule V of 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.”

06. Approval of Remuneration limit of Mr. Richi Nikeshbhai Choksi, Whole-time Director (DIN: 07020977) 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. 3 Lakhs per month along with 15% annual increment in addition to all allowable perquisites and allowances as per policy of the Company to Mr. Richi Nikeshbhai Choksi, Whole-time Director (DIN: 07020977) of the Company with effect from 1st October, 2024 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 Schedule V of 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
For Viviana Power Tech Limited

Place: Vadodara
Date: 20.08.2024

Sd/-
Kavaljit Nishant Parmar
Company Secretary

ANNEXURE TO NOTICE OF 10th ANNUAL GENERAL MEETING
Details of Directors seeking appointment/re-appointment at the 10th Annual General Meeting
Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Secretarial Standard-2 of the General Meeting

Name of Director	Mr. Richi Nikeshbhai Choksi	Mrs. Priyanka Richi Choksi
DIN	07020977	07020969
Designation	Whole-time Director	Whole-time Director
Date of Birth	14.03.1990	23.11.1989
Date of Appointment	14.05.2022	20.08.2024
Terms and conditions of appointment/ re-appointment	Director liable to retire by rotation	Director liable to retire by rotation
Qualifications	B.E Electrical	MBA in Finance
Expertise in Specific Functional Area	Overall 13 years of experience of Business Operations and development in the field of Power Infrastructure Industries.	Overall experience of 09 years in the field of finance management.
No. of Equity Shares held in the company	97,000	104,496
Remuneration last drawn	Rs.30 Lac Yearly	Rs. 15 Lac Yearly (Salary as CFO)
Directors in other companies	1. VIVIANA ENGINEERING PRIVATE LIMITED 2. VIVIANA LIFE SPACES PRIVATE LIMITED 3. AARSH TRANSFORMERS PRIVATE LIMITED	1. VIVIANA ENGINEERING PRIVATE LIMITED 2. VIVIANA LIFE SPACES PRIVATE LIMITED
Membership of committees in other public limited companies	Nil	Nil
No. of Board meetings attended during the financial year 2023-24	6	Not Applicable
Inter relationship	Son of Mr. Nikesh Kishorchandra Choksi and Spouse of Mrs. Priyanka Richi Choksi	Spouse of Mr. Richi Nileshbhai Choksi and Daughter in Law of Mr. Nikesh Kishorchandra Choksi

01. The Register of members of the Company will remain closed from 18th September, 2024 to 25th September, 2024 (both days inclusive) for annual closing.
02. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
03. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 2/2022 dated May 5, 2022, Circular no. 10 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMR2/CIR/P/2022/62 vide dated 13th May, 2022, and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the AGM through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the members at a common venue. Accordingly in line with the above Circulars, the AGM of the Company will be held through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with said Circulars. Hence, Members can attend

and participate in the ensuing AGM through VC/OAVM. The Registered office of the Company shall be deemed to be venue of the AGM.

04. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
05. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
06. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
07. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
08. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vivianagroup.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.
09. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013 & REGULATION 36(5) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO.3 & 4

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 20.08.2024, approved the appointment of Mrs. Priyanka Richi Choksi, as an Additional Director with effect from 20.08.2024 and in the same meeting appointed as Whole Time Director of the Company for a period of Five years, subject to the approval of shareholders at the ensuing Annual General Meeting.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Priyanka Richi Choksi (DIN 07020969), will hold office only up to the ensuing AGM of the Company. With respect of the same, the Company, on recommendation of the Nomination &

Remuneration Committee and the Board of Directors of the Company, has received a Notice in writing under Sec. 160 of the Companies Act, 2013 from a Member proposing her candidature for appointment as a Director of the Company. Appointment of Mrs. Priyanka Richi Choksi, requires approval of the members by way of an Ordinary Resolution.

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, the appointment of Mrs. Priyanka Richi Choksi as a Whole Time Director requires approval of the Members by way of Special Resolution.

Both the Nomination and Remuneration Committee and the Board were of the opinion, after evaluation of her qualifications, experience and other attributes, that her induction on the Board would be of immense benefit to the Company and it is desirable to avail his services as a Director to strengthen the management of the Company.

The terms and conditions of the appointment and remuneration payable to Mrs. Priyanka Richi Choksi as Whole Time Director are as under.

Tenure of Appointment:

A period of five years will be with effect from 01.10.2024 to 30.09.2029.

Overall Remuneration:

Provided further that remuneration up to Rs. 3 Lakhs p.m. (Rupees Three Lakhs per month) plus 15% increment annually in addition to all allowable perquisites and allowances as per policy of the Company is payable to Mrs. Priyanka Richi Choksi as Whole Time Director.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of 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, 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.

Confidentiality:

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 Whole Time Director of the Company, the office of 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.

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, equipment and appliances of all kinds and descriptions including electrical instruments, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, convertors, switch boards, consumables, accessories, instruments, communication equipment, firefighting systems, domestic appliances, home appliances, electrical equipment, 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 31.03.2024	Turnover	Rs. 6,552.91 lac
		Net Profit	Rs. 654.61 lac
		Net worth	Rs. 2,448.98 lac
		Debt Equity Ratio	0.68
		Current Ratio	1.41
4)	Export Performance	Nil	
5)	Foreign Investment or Collaboration	Nil	

Information about the Appointees:

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.

Reorganization of Awards: NA

Job Profile and Suitability:

Subject to the supervision and control of the Board of Directors of the Company, 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:

Mrs. Priyanka Richi Choksi as Whole Time Director, shall be paid consolidated remuneration upto Rs. 3 lakhs per month 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 Mrs. Priyanka Richi Choksi as Whole Time Director 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.:

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.

Other information:

Reasons of inadequate profits, steps taken for improvement and expected increase in productivity and profits: There is no loss in the Company. However, for payment of managerial remuneration, the profit may be inadequate. The Company has taken various steps which has resulted increase in profitability and business growth during FY 2023-24. The increased orders bookings and its timely execution has resulted in improving profitability as can be envisaged as compared with previous financial year.

Pecuniary Relationship:

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

Mrs. Priyanka Richi Choksi hold 104,496 equity shares of the Company.

The Board of Directors feels that aforesaid terms of remuneration of Mrs. Priyanka Richi Choksi as Whole Time Director is in the interest of the Company and therefore, recommends the resolution set out at item no. 3 & 4 of this notice.

ITEM NO. 5 & 6:

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 20.08.2024, approved the revise limit of remuneration of Mr. Nikesh Kishorchandra Choksi, Managing Director and Mr. Richi Nikeshbhai 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 at the forthcoming Annual General Meeting.

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 and Mr. Richi Nikeshbhai 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 and Mr. Richi Nikeshbhai Choksi, Whole-Time Director, are as under.

Tenure of Appointment:

A period will be with effect from 01.10.2024 up to their remaining term as a Managing Director and Whole Time Director.

Overall Remuneration:

Provided further that remuneration payable to Mr. Nikesh Kishorchandra Choksi and Mr. Richi Nikeshbhai Choksi, is upto Rs. 3.5 Lakhs p.m. (Rupees Three Lakhs Fifty Thousand per month) and up to Rs. Rs. 3 Lakhs p.m. (Rupees Three Lakhs per month), respectively, plus 15% increment annually in addition to all allowable perquisites and allowances as per policy of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Nikesh Kishorchandra Choksi and Mr. Richi Nikeshbhai 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 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.

Confidentiality:

Mr. Nikesh Kishorchandra Choksi and Mr. Richi Nikeshbhai 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.

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 31.03.2024	Turnover	Rs. 6,552.91 lac
		Net Profit	Rs. 654.61 lac
		Net worth	Rs. 2,448.98 lac
		Debt Equity Ratio	0.68
		Current Ratio	1.41
4)	Export Performance	Nil	
5)	Foreign Investment or Collaboration	Nil	

Information about the Appointees:

Mr. Nikesh Kishorchandra Choksi is Chairman & Managing Director of the Company. He has been associated with the Company as Director since 29/03/2017. He has overall experience of 39 Years in the field and has acquired expertise in power infrastructure. Mr. Nikesh Kishorchandra Choksi has been shouldering the responsibility of Director since 2017. During his tenure, the Company has, year after year, achieved sizeable turnover and profitability.

Mr. Richi Nikeshbhai Choksi has been associated with the Company as founder director since incorporation and has overall experience of 13 Years in the field he has acquired expertise in power infrastructure projects.

Reorganization of Awards: NA**Job Profile and Suitability:**

Subject to the supervision and control of the Board of Directors of the Company, 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 and Mr. Richi Nikeshbhai Choksi, shall be paid remuneration as per 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 and Mr. Richi Nikeshbhai Choksi as 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 and Mr. Richi Nikeshbhai 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.

Other information:

Reasons of inadequate profits, steps taken for improvement and expected increase in productivity and profits: There is no loss in the Company. However, for payment of managerial remuneration, the profit may be inadequate. The Company has taken various steps which has resulted increase in profitability and business growth during FY 2023-24. The increased orders bookings and its timely execution has resulted in improving profitability as can be envisaged as compared with previous financial year.

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 41,80,000 equity shares and Mr. Richi Nikeshbhai Choksi holds 97,000 equity shares of the Company.

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

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

The remote e-voting period begins on Saturday, 21st September, 2024 at 09 : 00 A.M. and ends on Tuesday, 24th September, 2024 at 05 : 00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 17th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 17th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

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

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

and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able

	to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
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 Mr. Kashyap Shah <kashyap.cs@gmail.com> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 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 or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (info@vivanagroup.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@vivanagroup.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
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 (info@vivianagroup.in). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions need to send their questions in ten (10) days advance mentioning their name demat account number/folio number, email id, mobile number at info@vivianagroup.in . The queries will be replied suitably by the company.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

By order of the Board of Directors
For Viviana Power Tech Limited

Place: Vadodara
Date: 20.08.2024

Sd/-
Kavaljit Nishant Parmar
Company Secretary