Date: 05.09.2026

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 12th Annual General Meeting

Pursuant to the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we herewith submit the Notice convening the **12th Annual General Meeting ("AGM")** of the Company scheduled to be held on **Tuesday, 29th September, 2025** at 11.30 A.M. (IST) through Video Conferencing/ Other Audio Visual Means in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

In compliance with the aforesaid circulars, the Notice of the 12th AGM along with Annual Report for F.Y. 2025-26 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 the 12th AGM is also available on the website of the Company at www.vivianagroup.in.

Kindly take the above information on record.

Yours faithfully,
For Viviana Power Tech Limited

KAVALJIT NISHANT PARMAR
Digitally signed by KAVALJIT NISHANT PARMAR
Date: 2026.09.05 12:33:32 +05'30'

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

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
Corporate Off: 7th Floor, Shiva Building, Sarabhai campus, Vadiwadi, Vadodara, Gujarat 390023
Email: info@vivianagroup.in| Mo.No.:+91 8866797833 | Web : www.vivianagroup.in | CIN : L31501GJ2014PLC081671

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting ("AGM") of the members of Viviana Power Tech Limited (the Company) will be held on **Tuesday, 29th September, 2026 at 11.30 AM** (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 MacDonald, Sama-Savli Road, Vadodara – 390024, Gujarat, India.

<u>ORDINARY BUSINESS:</u>

1. **(A). To consider, approve and adopt the Audited Standalone Financial Statements of the Company together with the schedules and notes attached thereto for the Financial Year ended on 31st March, 2026 including the Balance Sheet as at March 31, 2026 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 Standalone Financial Statements including Balance Sheet as at March 31, 2026 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."

   (B). To consider, approve and adopt the Audited Consolidated Financial Statements of the Company together with the schedules and notes attached thereto for the Financial Year ended on 31st March, 2026 including the Balance Sheet as at March 31, 2026 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 Consolidated Financial Statements including Balance Sheet as at March 31, 2026 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

2. **To declare final dividend for the financial year ended 31st March 2026, at the rate of 10% (Re. 1/-) per Equity Share:**

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

   "RESOLVED THAT a final dividend of Re. 1/- (One only) per Equity Share @ 10% on 1,01,24,800 Equity Shares of the Company as recommended by the Board of Directors be and is hereby declared to the Equity Shareholders of the Company whose name appear in the Register of Members on Tuesday, 22nd September 2026, out of the profits of the Company for the financial year ended on 31st March 2026."

3. **To appoint a Director in place of Mrs. Priyanka Richi Choksi (DIN 07020969), who retires by rotation and being eligible, offers herself for re-appointment**.

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

"**RESOLVED THAT** Mrs. Priyanka Richi Choksi (DIN 07020969), a Director of the Company who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and 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:

4. **To appoint M/s. KSPS & Co LLP (LLPIN-ABC-4707), as Secretarial Auditors of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. KSPS & Co LLP (LLPIN-ABC-4707), Company Secretaries; who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years, commencing from financial year 2026-27 till financial year 2030-31, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorized to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. **To approve Material Related Party Transaction limits with Viviana Life Spaces Private Limited:**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and all other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), and all the applicable provisions of the Companies Act, 2013 (the "Act") along with the Rules made thereunder and other applicable laws including any amendments, modifications, variations or reenactments thereof for the time being in force, the applicable Industry Standards on Minimum Information for Approval of Related Party Transactions and the Company's Policy on Related Party Transactions, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into and/or continuing to enter into contracts/arrangements/ transactions, in the ordinary course of business and on arm's length basis with Viviana Life Spaces Private Limited, a 'Related Party' of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in the nature of advance paid for capex, purchase of property, plant and equipment and other related transactions for an aggregate value not exceeding 50 crores for financial year 2026-27 on such material terms and conditions as detailed in the explanatory statement to this resolution and on such terms and conditions as may be decided by the Board of Directors of the Company (including any Committee thereof) as deemed fit, from time to time.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) or Chief Financial Officer or any other Officer(s), Authorised Representative(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

6. To alter the Articles of Association of the company for insertion of provisions relating to appointment of Nominee Director by Debenture Trustee

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, applicable provisions of the Securities and Exchange Board of India Act, 1992, applicable SEBI Regulations and Circulars, the terms and conditions of the Debenture Trust Deed(s) executed/to be executed by the Company with the Debenture Trustee(s), and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting a new Article under the heading "Appointment of Nominee Director by Debenture Trustee", providing for the right of the Debenture Trustee(s), in accordance with applicable law and the relevant Debenture Trust Deed(s), to nominate and appoint a Nominee Director on the Board of Directors of the Company, on such terms and conditions as set out in the Explanatory Statement annexed hereto and as may be applicable from time to time.

RESOLVED FURTHER THAT Article no. 87 of the Articles of Association be altered and read as follows:

"**87. Appointment of Nominee Director**

The Board may appoint any person as a Director nominated by any financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee given in respect of any loan borrowed or liability incurred by the Company, or so long as the Company is indebted to any such institution, bank, corporation or body. Notwithstanding anything contained in these Articles, where the Company has issued any listed or unlisted debt securities and has entered into a Debenture Trust Deed with a Debenture Trustee, such Debenture Trustee shall be entitled, subject to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India Act, 1992, the regulations made thereunder and the terms of the relevant Debenture Trust Deed, to nominate and appoint a person as a Nominee Director on the Board of Directors of the Company. The Company shall take all necessary steps and do all such acts, deeds and things as may be required to give effect to such nomination and appointment. Such Nominee Director/s shall not be required to hold any share qualification in the Company and shall not be liable to retire by rotation. Subject to the applicable laws and the terms of the relevant Debenture Trust Deed, such Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same duties, responsibilities and obligations as any other Director of the Company. The appointment, continuation and cessation of such Nominee Director/s shall be governed by the terms of the relevant Debenture Trust Deed and the applicable laws and regulations in force from time to time."

RESOLVED FURTHER THAT the altered Articles of Association of the Company incorporating the aforesaid provisions be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and actions, make necessary applications, filings and submissions with the Registrar of Companies, SEBI, Stock Exchange(s), Debenture Trustee(s) and such other authorities as may be required, and to execute such documents and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

By order of the Board of Directors
For Viviana Power Tech Limited
Sd/-
Kavaljit Nishant Parmar
Company Secretary
Mem. No. A53248

Place: Vadodara
Date: 03.09.2026

NOTES:

1. **The Register of members of the Company will remain closed from Wednesday, 23rd September, 2026 to Tuesday, 29th September, 2026 (both days inclusive) for annual closing.**

2. **The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.**

3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC)

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or other audio visual means (OAVM), without the physical presence of members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as the 12th AGM of the Company is being held through VC / OAVM facility, the deemed venue for the AGM shall be the Registered Office of the Company.

4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

5. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice. Further, Attendance Slip and Route Map are also not annexed to this Notice.

6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will be available electronically for inspection by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to info@vivianagroup.in

7. In compliance with the applicable MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report 2025-26 is being sent through electronic mode to those Members whose e-mail address is registered with the Company/Depositories/Depository Participants. Members may note that the Notice and Annual Report 2025-26 is available on the Company's website at www.vivianagroup.in, website of the National Stock Exchange of India Limited (NSE) at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) at www.evoting.nsdl.com. A letter providing the web-link for accessing the Notice of the 12th Annual General Meeting and Annual Report, will be sent to those members who have not registered their e-mail address with the Company/Depositories/ Depository Participants.

8. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the details of (i) the Director retiring by rotation and seeking re-appointment (ii) the Independent Directors whose re-appointment for second term as Independent Directors are proposed for approval by the Members and (iii) the Managing Director and Whole-time Director whose re-appointment is proposed for approval at the ensuing Annual General Meeting, are provided in Annexure A to this notice.

9. Subject to the provisions of section 126 of the Companies Act, 2013, final dividend as recommended by the Board of Directors for the year ended 31st March 2026, if approved and declared by the members at the ensuing AGM, will be paid to those Members within 30 days from the date of declaration, to those members whose names appear in the Register of Members as at the close of business hours on **22nd September 2026** and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business hours on **22nd September 2026**.

10. In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participants

immediately and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.

11. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend. Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company.

12. Members may note that in accordance with the provisions of the Income Tax Act, 2025 ("the IT Act, 2025") and the Rules framed thereunder, the Company is required to deduct tax at source at the applicable prescribed rates on the dividend paid to its shareholders. The shareholders are requested to update their PAN with depositories/ DPs. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. The shareholders also are requested to refer to the IT Act, 2025 and amendments thereof.

    Further, the Company is sending a separate email communication to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The same will also be available on the website of the Company www.vivianagroup.in . The shareholders are requested to submit the requisite documents to the mail ids mentioned in the communication on or before **22nd September 2026** to enable the Company to determine the appropriate TDS/withholding tax rate as may be applicable.

13. M/s. Skyline Financial Services Private Limited, the Registrar and Transfer Agent (RTA) having their administrative office situated at D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, is handling registry work in respect of shares held both in physical form and in electronic/demat form.

14. Green Initiative – Members who have not registered their e-mail addresses so far are requested to register their e-mail address with their respective DPs for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members may also note that Annual Report for the F.Y. 2025-26 will also be available on the website of the Company at www.vivianagroup.in.

15. SEBI vide its Circular dated July 31, 2023 issued guidelines for members to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Members are requested to first take up their grievance, if any, with Company Secretary and Compliance Officer of the Company. If the grievance is not redressed satisfactorily, the member may escalate the same through: i) SCORES Portal in accordance with the SCORES guidelines, and ii) if the member is not satisfied with the outcome, dispute resolution can be initiated ANNUAL REPORT 2025-26 through the ODR Portal at https://smartodr.in/login. The ODR Portal link has been placed under Quick Links section on the Company website along with the relevant circular as required. The mechanism can be initiated only post exhausting all actions for resolution of complaints including those received through the SCORES Portal.

16. 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.

17. 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.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

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

The remote e-voting period begins on Thursday, 24th September, 2026 at 09:00 A.M. and ends on Monday, 28th September, 2026 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. Tuesday, 22nd September, 2026 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 Tuesday, 22nd September, 2026.

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. 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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon

	"Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. 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 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 to 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@vivianagroup.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@vivianagroup.inIf you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
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.

DIVIDEND RELATED INFORMATION:

1. Dividend - Key Dates:

Particulars Date	**Date**
Record Date (for determining the Members eligible for Final Dividend)	Tuesday, 22nd September, 2026
Date of Payment	On or before 29th October, 2026

2. Members holding shares in demat form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their DPs only, as the Company or its RTA cannot act on any request received directly on the same.

   Note: As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode. Hence, it is reiterated that Members, whose folios are not updated with PAN, KYC details or Choice of Nomination, are requested to update the above details by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

3. Subject to approval of the Members at the AGM, the dividend will be paid within twenty days of the date of declaration of dividend, to the Members whose names appear on the Company's Register of Members as on **22nd September, 2026** and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
4. The Company has fixed **22nd September, 2026** as the "Record Date" for the purpose of determining the Members eligible to receive dividend for the financial year 2025-26.

5. Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the Members who have not updated their bank account details.
6. Members are requested to update their email address and/ or bank mandate / NECS / Direct Credit details / Name / Address / Power of Attorney and update their Core Banking Solutions enabled account number:
   a) For shares held in physical form: with the Registrar and Share Transfer Agent of the Company.
   b) For shares held in dematerialised form: with the Depository Participants with whom they maintain their Demat accounts.
7. In case, the Company is unable to pay the dividend to any Member by electronic mode, due to non-availability of details of the bank account, the Company shall dispatch dividend warrants to such Members by post.
8. Non-resident Indian Members are requested to immediately inform their Depository Participants (in case of shares held in dematerialised form) or the Registrar and Share Transfer Agent of the Company (in case of shares held in physical form), as the case may be, about:
   a) the change in the residential status on return to India for permanent settlement;
   b) the particulars of the NRE account with a Bank in India, if not furnished earlier.

TAX DEDUCTIBLE AT SOURCE / WITHHOLDING TAX

1. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020 and as re-enacted under the Income Tax Act, 2025 (Income Tax Act), dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source (TDS) from the dividend

paid to the Members at the rates prescribed in the Income Tax Act. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act and Rules thereunder.

a. For Resident Members: Tax shall be deducted at source under Section 393(1), Table Sr. No. 7 of the Income Tax Act at 10% on the amount of dividend declared and paid by the Company during FY 2026-27, subject to PAN details registered/updated by the Member. If PAN is not registered/ updated in the demat account/ folio as on the cut-off date, TDS would be deducted @20% as per Section 397 of the Income Tax Act.

No tax at source is required to be deducted, if aggregate dividend paid or likely to be paid during the financial year to individual member does not exceed 10,000.

In case of individual shareholders, who are mandatorily required to have their PAN-Aadhaar linked and have not done so, their PAN would be considered as inoperative. Such inoperative PANs would be considered as invalid and a higher TDS rate as per Section 397 of the Income Tax Act would be applied. The Company will rely on the reports downloaded from the reporting portal of the income tax department for checking the validity of PANs / inoperative PANs under Section 397 of the Income Tax Act. Further, in cases where the Shareholder provides declaration in Form 121 (applicable to an Individual above the age of 60 years or any person other than a Company or a Firm), provided that the eligibility conditions are being met, no tax at source shall be deducted subject to the PAN of the member not having an 'In-operative' status as per the provisions of Section 262 of the Income Tax Act.

In case PAN of any Member falls under the category of 'In-operative', the Company shall deduct TDS @ 20% as per Section 262 read with section 397 of the Income Tax Act.

Further, in case of resident member having Order under Section 395 of the Income Tax Act, TDS will be deducted at the rate mentioned in the Order; provided the Member submits copy of the Order obtained from the income-tax authorities.

b. For Non-resident Members: Tax at source shall be deducted under Section 393 of the Income Tax Act at the applicable rates. As per the relevant provisions of the Income Tax Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to Non-resident Members.

Further, in case of Foreign Institutional Investors and Foreign Portfolio Investors, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) under Section 393 of the Income Tax Act.

As per Section 159 of the Income Tax Act, Non-resident Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (hereinafter referred to as 'DTAA' or 'Tax Treaty'). To avail the Tax Treaty benefits, the Non-resident Member will have to provide the following:

- Copy of self-declaration in Form 41 filed electronically on the Income Tax portal for FY 2026-27 as per Rule 75 read with Rule 332 of Income Tax Rules, 2026 (along with copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country, of which the shareholder is resident, to be attached as a mandatory online filing requirement) if all the details required in this form are not mentioned in the TRC.
- Copy of valid TRC (for FY 2026-27 or calendar year 2026)
- Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
- Self-declaration in the format, certifying the following points

- Shareholder is and will continue to remain a tax resident of the country of its residence during the FY 2026-27;
- Shareholder has no reason to believe that his/her claim for the benefits of the DTAA is impaired in any manner;
- Shareholder is the ultimate beneficial owner of his/her shareholding in the Company and dividend receivable from the Company; and
- Shareholder does not have a taxable presence or a permanent establishment in India during the FY 2026-27.

c. For all Members: In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company, and also provide the Company with all information / documents and co-operation in any proceedings.

Members holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

In case of any discrepancy in documents submitted by the Member, the Company will deduct tax at higher rate as applicable, without any further communication in this regard.

In case of joint Members, the member named first in the Register of Member is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

2. The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-resident Member.

3. In order to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, Members are requested to provide the aforesaid details and documents on or before September 18, 2026 to info@vivianagroup.in and parveen@skylinerta.com No communication on the tax determination/ deduction shall be entertained post September 10, 2026. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.

4. In accordance with the provisions of the Income Tax Act, TDS certificates can be made available to the Members at their registered E-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said Dividend.

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

As required by Section 102 of the Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out the material facts relating to the items of Special Business mentioned in the Notice.

ITEM NO. 4: APPOINTMENT OF M/S. KSPS & CO LLP (LLPIN-ABC-4707) AS SECRETARIAL AUDITORS

The Members are informed that pursuant to the applicable provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations, the Company is required to appoint a Secretarial Auditor in accordance with the applicable provisions of law.

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 03rd September, 2026, has recommended the appointment of M/s. KSPS & Co LLP (LLPIN-ABC-4707), Company Secretaries, as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from the financial year 2026-27 up to and including the financial year 2031-32, subject to approval of the Members of the Company.

M/s. KSPS & Co LLP have confirmed their eligibility and consent to act as Secretarial Auditors of the Company and have confirmed that they are not disqualified from being appointed as Secretarial Auditors under the applicable provisions of the Companies Act, 2013, the SEBI Listing Regulations and other applicable laws. The proposed Secretarial Auditors possess the requisite experience and expertise to undertake the Secretarial Audit of the Company.

The proposed remuneration payable to M/s. KSPS & Co LLP for conducting the Secretarial Audit shall be as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors from time to time.

The Board, based on the recommendation of the Audit Committee, is of the opinion that the appointment of M/s. KSPS & Co LLP as Secretarial Auditors would be in the best interests of the Company and recommends the Ordinary Resolution set out at Item No. 04 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 05: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION LIMITS WITH VIVIANA LIFE SPACES PRIVATE LIMITED

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), a Related Party Transaction is considered 'material' if the transaction/(s) with a related party to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower ('Material Related Party Transactions'), require prior approval of the members.

Details of the proposed Related Party Transactions (‘RPTs’) between the Company and Related Parties, including the information required to be disclosed in the Explanatory Statement pursuant to the Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Securities and Exchange Board of India (“SEBI”) circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/93 dated June 26, 2025 specifying the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of a related party transaction” (‘Standards’) and applicable provisions of the Act, are as follows:.

S. No.	Particulars of the information	Details
A. Details of the related party and transactions with the related party		
A (1). Basic details of the related party		
1.	Name of the related party	Viviana Life Spaces Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real estate development, construction, purchase, sale, lease and dealing in residential, commercial and industrial properties, including land, buildings and other immovable properties.
A (2). Relationship and ownership of the related party		
1.	Relationship between the listed entity and the related party.	Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi are Promoters, Shareholders and Directors, while Mr. Nikesh Kishorchandra Choksi is a Director of Viviana Life Spaces Private Limited.
2.	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
3.	Shareholding of the related party, whether direct or indirect, in the listed entity.	Nil
A (3). Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during each of the last financial year.	In previous Financial Year, the Company has entered into transactions total Rs. 22.55 Crores as Advance against Capex
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	During the current financial year (From April 01, 2026 till September 03, 2026), the Company has entered into transactions total Rs. 13.53 Crores as Advance against Capex

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3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No
A (4). Amount of the proposed transactions *(All types of transactions taken together)*		
1.	Total amount of all the proposed transactions being placed for approval in the current meeting.	Up to Rs. 50 Crore as Advance against Capex
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	The proposed transaction constitutes approximately 47,61,904% of the related party's annual standalone turnover, primarily due to the relatively low turnover base of the related party.
6.	Financial performance of the related party for the immediately preceding financial year:	Particulars / FY 2025-26 (Rs. In lacs) (A*udited)* Turnover: 1.05 Profit after Tax: 143.26 Net Worth: 480.01
A (5). Basic details of the proposed transaction		
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Advance against Capex

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2	Details of each type of the proposed transaction	Advance against Capex
3	Tenure of the proposed transaction	Financial year 2026-27
4	Whether omnibus approval is being sought?	No
5	Value of the proposed transaction during a financial year.	Nil
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed transaction relates to providing an advance of up to ₹50 Crore to Viviana Life Spaces Private Limited towards the purchase of office premises, which is proposed to be used for business and operational purposes. The proposed transaction is intended to facilitate the acquisition of suitable office premises and is considered commercially beneficial in view of the Company's business requirements and future operational needs. The amount of the proposed advance has been determined based on the estimated consideration on arm's length basis for the proposed office premises and the applicable commercial terms. The transaction shall be undertaken on commercially reasonable terms and in compliance with applicable laws and regulatory requirements. The Audit Committee and the Board of Directors have reviewed the proposed transaction and are of the view that the same is in the best interests of the Company and its shareholders.
7	Details of the promoter(s)/director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Richi Nikeshbhai Choksi and Mrs. Priyanka Richi Choksi are Promoters, Shareholders and Directors in the Viviana Life Spaces Private Limited.
	a. Name of the director / KMP	Mr. Richi Nikeshbhai Choksi - Director Mrs. Priyanka Richi Choksi - Director Mr. Nikesh Kishorchandra Choksi – Director
	b. Shareholding of the director/KMP, whether direct or indirect, in the related party	Mr. Richi Nikesh Choksi holds 5% and Mrs. Priyanka Richi Choksi hold 95 % Equity Shares in Viviana Life Spaces Private Limited
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable for proposed transactions.

9	Other information relevant for decision making.	NA
B(1). Disclosure in case of proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and Trade advance		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The proposed Related Party Transaction pertains to an advance of up to ₹50 Crore to Viviana Life Spaces Private Limited towards the proposed acquisition of identified office premises, which is expected to support the Company's business and operational requirements. The proposed advance has been considered with reference to the estimated purchase consideration of the office premises and the commercial terms proposed to be agreed between the parties. The advance shall be utilised specifically towards the acquisition of the identified office premises and shall, as applicable, be adjusted against the purchase consideration payable for such premises. The proposed transaction has been evaluated by the Management and reviewed by the Audit Committee and the Board of Directors, taking into consideration the commercial rationale, business requirements, estimated consideration, terms of the proposed transaction and other relevant factors. Given that the transaction relates to the acquisition of a specifically identified office premises, the terms have been considered with reference to the prevailing commercial considerations and the specific requirements of the proposed acquisition. The Audit Committee and the Board of Directors have satisfied themselves that the proposed transaction is **in** the ordinary course of business and on terms that are fair, reasonable and in the best interests of the Company and its shareholders. The transaction is also subject to necessary documentation, approvals and compliance with applicable legal and regulatory requirements. The Company believes that the proposed transaction will facilitate efficient utilisation of resources and support its long-term operational requirements, while ensuring that the interests of the Company and its shareholders remain duly protected.
2	Basis of determination of price.	
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable

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	Amount of Trade advance Tenure Whether same is self-liquidating?	
Disclosure under Table B(2) B (3), B(4), B(5) B (6) and B(7) of table forming part of the Industrial Standards are not applicable to our company.		
Disclosure under Table C(1), C (2), C (3) C(4), C(5)and C(6) of table forming part of the Industrial Standards are not applicable.		

Upon receipt of approval(s) for related party transactions as set out in Item nos. 5, the Company shall additionally ensure that the transactions would be within the monetary limit as set out in Item Nos. 5.

The maximum annual value of the proposed transactions with the related parties is estimated based on the Company's current transactions with them and future business projections.

All the Related Party Transaction is in the ordinary course of business and on an arm's length basis. The Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.

The transaction shall also be reviewed/monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item no. 5.

None of the Directors and Key Managerial Personnel (except Mr. Nikesh Kishorchandra Choksi, Mr. Richi Nikesh Choksi and Mrs. Priyanka Richi Choksi) is concerned or interested in the resolution mentioned in Item no. 5 of the Notice. The Board recommends the resolution set forth in Item no. 5 for the approval of the Members.

ITEM NO. 06: ALTERATION OF ARTICLES OF ASSOCIATION FOR INSERTION OF PROVISIONS RELATING TO APPOINTMENT OF NOMINEE DIRECTOR BY DEBENTURE TRUSTEE

The Company has issued listed debt securities and, in connection therewith, has entered into Debenture Trust Deed(s) with the Debenture Trustee(s). The terms of the relevant Debenture Trust Deed(s) and applicable regulatory framework require the Articles of Association of the Company to contain appropriate provisions relating to the appointment of a Nominee Director by the Debenture Trustee(s).

Accordingly, it is proposed to alter the Articles of Association of the Company by inserting a new Article under the heading "Appointment of Nominee Director by Debenture Trustee", incorporating provisions relating to the appointment, rights, duties and other terms applicable to a Nominee Director appointed by the Debenture Trustee(s).

The proposed Article shall, inter alia, provide that, notwithstanding anything contained in the Articles of Association, so long as any monies remain owing by the Company towards the debenture holders, the Debenture Trustee(s) shall have the right to appoint a nominee director ("Nominee Director") on the Board of Directors of the Company. The Nominee Director shall be a person who is not disqualified from being appointed as a director under the Companies Act, 2013, applicable SEBI Regulations and other applicable laws, and shall not be liable to retire by rotation.

The Nominee Director shall be appointed in the circumstances specified in the relevant Debenture Trust Deed(s), as amended from time to time, or upon occurrence of any of the following events:
a) two consecutive defaults in payment of interest to the debenture holders;
b) default in redemption of the debentures; or
c) default in creation of security for the debentures, where applicable.

The Nominee Director shall not be liable to retire by rotation and shall not be required to hold any qualification shares. The Nominee Director shall be entitled to all rights and privileges available to other Directors of the Company, including sitting fees and reimbursement of expenses, as applicable, and may be appointed as a member of such key committees of the Board as may be desired by the Debenture Trustee(s), subject to applicable law.

The Nominee Director shall be entitled to receive notices, agendas and other relevant documents and to attend all General Meetings, meetings of the Board of Directors and meetings of the Committees of the Board of which he/she is a member.

Any expenditure incurred by the Debenture Trustee(s), debenture holders or the Nominee Director in connection with the appointment and functioning of the Nominee Director shall be borne and payable by the Company, to the extent permitted under applicable law.

In the event the Nominee Director is unable to attend any meeting of the Board or any Committee of which he/she is a member, the Debenture Trustee(s) may depute an observer to attend such meeting. The expenses incurred by the Debenture Trustee(s) in connection with such attendance shall be borne and payable by the Company. The Nominee Director/observer shall furnish to the Debenture Trustee(s) a report of the proceedings of the meetings attended by him/her.

The appointment and removal of the Nominee Director shall be effected by notice in writing issued by the Debenture Trustee(s) to the Company and, unless otherwise specified by the Debenture Trustee(s), shall take effect forthwith upon delivery of such notice to the Company.

The Company shall appoint the person nominated by the Debenture Trustee(s) as a Director on its Board of Directors at the earliest and, in any event, within the period prescribed under applicable law from the date of receipt of such nomination. In case of default in payment of interest or repayment of principal amount in respect of listed debt securities, the Company shall appoint the person nominated by the Debenture Trustee(s) as a Director on its Board within the period prescribed under applicable law.

The proposed alteration of the Articles of Association is intended to ensure compliance with the applicable provisions of the Companies Act, 2013, SEBI Regulations, Circulars and the terms of the relevant Debenture Trust Deed(s), and to provide the Debenture Trustee(s) with the rights contemplated under the applicable regulatory framework.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 06 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment at the 12th Annual General Meting

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	**Mrs. Priyanka Richi Choksi**
DIN	07020969
Designation	Whole-time Director
Date of Birth	23.11.1989
Date of Appointment	20.08.2024
Terms and conditions of appointment/ re-appointment	Director liable to retire by rotation
Qualifications	MBA in Finance
Expertise in Specific Functional Area	Overall experience of 09 years in the field of finance management.
No. of Equity Shares held in the company	Nil
Remuneration last drawn	Rs. 36.00 Lakhs
Directors in other companies	➢ Viviana Life Spaces Private Limited ➢ Viviana Engineering Private Limited ➢ Asoj Energy Storage System Private Limited ➢ Viviana Foundation
Membership of committees in other public limited companies	Nil
No. of Board meetings attended during the financial year 2025-26	Nine
Inter relationship	Spouse of Mr. Richi Nikeshbhai Choksi, Daughter-in-law of Mr. Nikesh Kishorchandra Choksi and Mrs. Reema Nikesh Choksi

By order of the Board of Directors
For Viviana Power Tech Limited
Sd/-
Kavaljit Nishant Parmar
Company Secretary
Mem. No. 53248

Place: Vadodara
Date: 03.09.2026