Date: **September 03, 2026**

To,
The Manager,
Listing Department
The National Stock Exchange of India Limited
'Exchange Plaza', C-1 Block G, Bandra Kurla Complex,
Bandra (E), Mumbai - 400051.

**NSE Symbol: VR | ISIN: INE0QQM01017**

**Subject: Notice of the 11th Annual General Meeting of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and E-Voting Information.**

Dear Sir/Ma'am,

This is to inform that:

1) 11th AGM scheduled to be held on **Tuesday, September 29, 2026 at 04:00 P.M. (IST) through Video Conferencing /Other Audio-Visual Means ("VC/OAVM")**. The deemed venue of the meeting shall be the registered office of the Company. Please find enclosed copy of the Notice of the 11th AGM, which is also being uploaded on the website of the Company at www.vrinfraspace.in.

2) E-Voting Information:

| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | E voting Agency | Central Depository Services (India) Limited (CDSL) |
| 2. | E-Voting Start Date | Saturday, September 26, 2026, at 09:00 A.M. IST |
| 3. | E-Voting End Date | Monday, September 28, 2026 at 05:00 P.M. IST |
| 4. | Cut-off Date for E-Voting | Tuesday, September 22, 2026 |

Kindly take the same on your record.

Thanking You,

Yours Faithfully,
**For V R INFRASPACE LIMITED**
ASWANI RIYA BONNYKUMAR
Digitally signed by ASWANI RIYA BONNYKUMAR
Date: 2026.09.03 17:34:14 +05'30'
**RIYA BONNYKUMAR ASWANI**
**Company Secretary & Compliance Officer**

**Encl.: As stated above**

# Notice of Annual General Meeting

Dear Member(s),

Notice is hereby given that the 11th Annual General Meeting of the Members of V R Infraspace Limited (CIN: L45203GJ2015PLC085400) will be held at **04:00 P.M. (IST)** on **Tuesday, September 29, 2026** through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility at the deemed venue i.e., at Registered Office of the Company at Office FRF-12, V R One, Nr. L & T Knowledge City, Ajwa Road, Vadodara -390019, Gujarat, India, to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended on March 31, 2026 together with the reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended on March 31, 2026 together with the report of Auditors thereon.

3. To appoint a Director in place of Mrs. Sumitaben Vipulbhai Rupareliya (DIN: 07364312), who retires by rotation and being eligible, offers herself for re-appointment.

   **Explanation:** Based on the terms of appointment, Executive Directors and the Non-Executive Directors (other than Independent Directors) are subject to retirement by rotation. Mrs. Sumitaben Vipulbhai Rupareliya, Director who has been on the Board of the Company since December 16, 2015 and whose office is liable to retire at this AGM, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends her re-appointment as a Director of the Company.

   Therefore, the shareholders are requested 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 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sumitaben Vipulbhai Rupareliya (DIN: 07364312), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation".

4. To appoint M/s. B R P & Co., Chartered Accountants (Firm Registration No. 138694W) as Statutory Auditor.

   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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. B R P & Co., Chartered Accountants (Firm Registration No. 138694W) be and is hereby appointed as Statutory Auditors of the Company, to hold office for a term of five years, from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 16th AGM of the Company to be held in the year 2031 on such remuneration (including fees for certification) and reimbursement of out of pocket expenses for the purpose of audit as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee."

**5.** To approve Material Related Party transactions with Daxon Realty Limited.

To consider and, if thought fit, approve the material related party transaction(s) by the Company during the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier arrangements/ transactions or as new and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Daxon Realty Limited (DRL),** a related party of the Company, during the financial year 2026-27 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard".

**6.** To approve Material Related Party Transactions by Daxon Realty Limited, Subsidiary Company.

To consider and, if thought fit, approve the material related party transaction(s) by a subsidiary of the Company during the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier arrangements/ transactions or as new and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by **Daxon Realty Limited (DRL),** a subsidiary of the Company with **M/s. B N Enterprise**, a related party of this subsidiary, during the financial year 2026-27 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/arrangement(s)/transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard".

**7.** To approve Material Related Party Transactions by Tradio Exim Private Limited, Subsidiary Company.

To consider and, if thought fit, approve the material related party transaction(s) by a subsidiary of the Company during the financial year 2026-27 and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and/or carrying out and/or continuing with existing contracts/arrangements/transactions or modification(s) of earlier arrangements/transactions or as new and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), by **Tradio Exim Private Limited (TEPL),** a subsidiary of the Company with **Premdhara Agro India Private Limited**, a related party of this subsidiary, during the financial year 2026-27 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s) may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard".

**SPECIAL BUSINESS**

**8.** To approve increase in the limit for making loans, giving guarantees or providing securities and making investments under section 186 of the companies act, 2013.

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, sanctions and permissions as may be necessary, and pursuant to the provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof and/or any Director(s) or Officer(s) authorised by the Board in this regard) to: (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire, by way of subscription, purchase or otherwise, the securities of any other body corporate, from time to time, as the Board may in its absolute discretion deem beneficial and in the interest of the Company, notwithstanding that the aggregate of the loans and investments so far made, the amounts for which guarantees or securities have so far been provided to all persons or bodies corporate, together with the additional loans, investments, guarantees or securities proposed to be made or given or provided by the Company, may exceed the limits prescribed under Section 186(2) of the Act, provided that the aggregate amount of such loans, investments, guarantees and securities shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores only) at any point of time, over and above the higher of: (a) sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company; or (b) one hundred per cent of free reserves and securities premium account of the Company, as prescribed under Section 186(2) of the Act;

**RESOLVED FURTHER THAT** the aforesaid limit of Rs. 300 Crores shall be in substitution of, and enhancement to, the additional limit of Rs. 100 Crores approved by the Members of the Company at the Extra-Ordinary General Meeting held on August 16, 2023, and the Board shall accordingly be authorised to exercise the powers within the enhanced limit of Rs. 300 Crores, subject always to the applicable provisions of the Act and other applicable laws;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to determine the terms and conditions of such loans, guarantees, securities and investments, including the amount, tenure, rate of interest, security, repayment terms and other commercial terms, as it may deem fit and in the best interests of the Company, and to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient for giving effect to this Resolution;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this Resolution to any Committee of the Board, Director(s), Key Managerial Personnel or Officer(s) of the Company, as it may deem appropriate."

**By Order of the Board of Directors**
**For V R INFRASPACE LIMITED**

**Date: September 02, 2026**
**Place: Vadodara**

**Sd/-**
**Riya Aswani**
**Company Secretary & Compliance Officer**

**Notes:**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 03/2025 dated September 22, 2025 read with earlier circulars issued in this regard (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with earlier circulars in this regard issued by the Securities and Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the AGM through VC/OVAM. In terms of the said circulars, the 11th Annual General Meeting (“AGM”) of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 16 and available at the Company’s website: www.vrinfraspace.in

2. Information regarding appointment/re-appointment of Directors and Explanatory Statement in respect of special business to be transacted pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto.

3. Pursuant to the Circular No. 14/2020 dated April 8, 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 for attending the AGM through VC/OAVM, participating thereat and casting their votes through e-voting.

4. 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.

5. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), as revised with effect from April 01, 2024, read with Clarification / Guidance on applicability of Secretarial Standards 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

6. Pursuant to the provisions of Section 113 of the Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on cs@vrinfraspace.com with a copy marked to samdanics@gmail.com and helpdesk.evoting@cdslindia.com from their registered Email ID a scanned copy (PDF / JPG format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.

7. In line with the aforesaid Circulars of the Ministry of Corporate Affairs (MCA), the Notice calling the AGM has been uploaded on the website of the Company at www.vrinfraspace.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com. The said Notice of the AGM is also available on the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com.

8. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

9. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual members holding shares in the physical form. The members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.

12. The Members can join the AGM in the VC/OAVM mode 15 (fifteen) 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 1,000 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.

13. **Process and manner for members opting for voting through electronic means:**

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and pursuant to the MCA Circulars, 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 Central Depository Services (India) Limited (CDSL), as the authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., **Tuesday, September 22, 2026**, shall be entitled to avail the facility of remote e-voting as well as venue voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. A person who has acquired the shares and has become a member of the Company after the despatch of the Notice of the AGM and prior to the Cut-off date i.e., **Tuesday, September 22, 2026**, shall be entitled to exercise his/her vote either electronically i.e., remote e-voting or venue voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on **Saturday, September 26, 2026** at **9.00 a.m**. and will end on **Monday, September 28, 2026** at **5.00 p.m.** During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e., **Tuesday, September 22, 2026** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e., **Tuesday, September 22, 2026**.

vii. The Company has appointed M/s. Samdani Shah & Kabra, Practising Company Secretary (Membership No. FCS: 3677; CP No: 2863), to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

14. **Process for those shareholders whose email ids are not registered**:

a) For Physical shareholders- Please provide necessary details like 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 RTA email id investor.helpdesk@in.mpms.mufg.com.

b) For Demat shareholders - Please update your e-mail id and mobile no. with your respective Depository Participant (DP).

c) For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

15. **The instructions for shareholders for remote voting are as under**:

i) The voting period begins on **Saturday, September 26, 2026** at **9.00 a.m**. and will end on **Monday, September 28, 2026** at **5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Tuesday, September 22, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.<br>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.<br>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.<br>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 with NSDL Depository | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2) If the user is 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 |

| | |
|---|---|
| | 3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

| **Login type** | **Helpdesk details** |
|---|---|
| Individual Shareholders holding securities in Demat mode with **CDSL** | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at |

| | |
|---|---|
| | helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with **NSDL** | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000 |

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

| | **For Physical shareholders and other than individual shareholders holding shares in Demat.** |
|---|---|
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. |

| | |
|---|---|
| **OR** Date of Birth (DOB) | If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(ii) After entering these details appropriately, click on “SUBMIT” tab.

(iii) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the Company – **V R Infraspace Limited** on which you choose to vote.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xiv) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as the Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

**16. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.

4. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.

5. 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.

17. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting and count the same, and count the votes cast during the AGM, and shall make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the votes shall be final.

18. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vrinfraspace.in and on the website of CDSL i.e. www.cdslindia.com within two working days of the passing of the Resolutions at the 11th Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

**19. Instructions for shareholders 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 or view the live webcast of AGM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under shareholders'/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.

3. 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. For ease of conduct, members who would like to ask questions may send their questions in advance at least (7) days before AGM mentioning their name, demat account number / folio number, email id, mobile number to info@vrinfraspace.com or cs@vrinfraspace.com and register themselves as a speaker. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

**Contact Details:**

| | |
|---|---|
| **Company:** | **V R Infraspace Limited**<br>Regd. Office: Office FRF-12, V R One, Nr. L & T Knowledge City, Ajwa Road, Vadodara -390019, Gujarat, India.<br>CIN: L45203GJ2015PLC085400<br>Email: cs@vrinfraspace.com<br>Website: www.vrinfraspace.in |
| **Registrar and Transfer Agent:** | **MUFG Intime India Private Limited (formerly, Link Intime India Private Limited)**<br>"Geetakunj", 1, Bhakti Nagar Society, Behind Abs Tower, Old Padra Road, Vadodara – 390015, Gujarat, India.<br>Tel: 0265 - 3566 768<br>Email: investor.helpdesk@in.mpms.mufg.com<br>Website: www.in.mpms.mufg.com |
| **e-Voting Agency:** | **Central Depository Services (India) Limited**<br>E-mail: helpdesk.evoting@cdslindia.com<br>Phone: 022-23058542/43 |
| **Scrutinizer:** | **Samdani Shah & Kabra,**<br>Practicing Company Secretaries,<br>702, Ocean, Sarabhai Compound, Near Centre Square Mall, Dr. Vikram Sarabhai Road, Vadodara-390023, Gujarat, India.<br>E-mail: cssamdani@gmail.com |

## ANNEXURE TO NOTICE

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

**For Item No. 5 to 7**

As per the new threshold, related party transactions in excess of Rs. 50 crores (Rupees Fifty crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity shall be deemed to be Material Related Party Transaction and shall require prior approval of members of the listed entity. Such approval shall be required even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Since, such transactions is supposed to exceed the threshold limit of 10% during the 2026-27, therefore the approval of members is being sought as required under Regulation 23 of the Listing Regulations.

During the financial year 2026-27, the Company and few of its subsidiary(ies), propose to enter into certain related party transaction(s) on mutually agreed terms and conditions, and the aggregate of such transaction(s), is expected to cross the applicable materiality thresholds as provided in SEBI Listing Regulations. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company and its subsidiaries as mentioned on item no. 5 to 7. All the said transactions shall be in the ordinary course of business and on an arm's length basis.

The Audit Committee of the Company, on the basis of relevant details provided by the management, as required under the SEBI Circular dated October 13, 2025, read with SEBI Circular dated June 26, 2025 and Section III-B of the SEBI Master Circular dated November 11, 2024 & January 30, 2026, and revised Industry Standards on "Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ('RPT Industry Standards') has reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transactions shall be on arms' length basis and in the ordinary course of business and are in accordance with the Related Party Policy of the Company.

The Board of Directors recommend the said resolutions, as set out in item no. 5 to 7 of this Notice, for your approval.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve the said resolutions.

Except to the extent of their respective shareholding, if any, in the Company and/or their respective positions as Directors or Key Managerial Personnel of the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolutions, as set out in Item nos. 5 to 7 of this Notice.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular bearing reference no. SEBI/HO/CFD/CFD PoD-2/P/CIR/2025/135 dated October 13, 2025 and read with SEBI Circular bearing reference no. SEBI/HO/CFD/ CFD-PoD- 2/P/CIR/2025/93 dated June 26, 2025, as per revised RPT Industry Standards forms part of this notice.

**Minimum Information to be provided to the shareholders for approval of Material RPTs:**

| Sr. No. | Particulars of information | Details |
|---|---|---|
| a) | Summary of information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable. | Refer **Annexure A** |
| b) | Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT. | Refer **Annexure A** |
| c) | Disclose the fact that 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 Audit Committee has reviewed the certificate issued by the Managing Director and CFO of the Company, as required under the RPT Industry Standards. |
| d) | Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval. | The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval. |
| e) | Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT. | Not Applicable |
| f) | The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making. | Not Applicable |
| g) | Any other information that may be relevant. | All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act. |

## Item No. 8

The Company, in the ordinary course of its business and/or for strategic, operational, financial and investment purposes, may be required to provide loans, guarantees and securities and/or make investments in other bodies corporate, persons, subsidiaries, associates, joint ventures or other entities, as may be considered appropriate from time to time.

Section 186(2) of the Companies Act, 2013 ("Act") provides that no company shall, directly or indirectly, give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, or acquire by way of subscription, purchase or otherwise the securities of any other body corporate, beyond the prescribed limits, unless otherwise permitted in accordance with the provisions of the Act.

Section 186(3) of the Act provides that where the aggregate of loans, investments, guarantees or securities proposed to be made or given by the Company exceeds the limits specified under Section 186(2), prior approval of the Members by way of a Special Resolution is required.

The Members of the Company, at the Extra-Ordinary General Meeting held on August 16, 2023, had accorded their approval under Section 186 of the Act for an additional limit of Rs. 100 Crores (Rupees One Hundred Crores only) over and above the applicable limits prescribed under Section 186(2) of the Act.

In view of the increased business requirements of the Company, including the anticipated requirement for making investments and/or providing loans, guarantees and securities from time to time, it is considered expedient to enhance the aforesaid additional limit from Rs. 100 Crores to Rs. 300 Crores.

Accordingly, approval of the Members is sought by way of a Special Resolution to authorise the Board to give loans, provide guarantees or securities and/or make investments in accordance with Section 186 of the Act, up to an aggregate amount of Rs. 300 Crores (Rupees Three Hundred Crores only) over and above the higher of the limits prescribed under Section 186(2) of the Act.

The proposed authority will enable the Company to efficiently deploy its surplus funds, support its subsidiaries, associates, joint ventures and/or other entities, undertake strategic investments and meet its financing and business requirements from time to time, subject to applicable law and the terms and conditions determined by the Board.

The Board is of the view that the proposed increase in the limit is in the best interests of the Company and its Members and recommends the Special Resolution set out at Item No. 8 for approval by the Members.

The proposed resolution does not by itself result in an immediate outflow of funds. Actual loans, guarantees, securities or investments, if any, shall be undertaken from time to time based on the requirements of the Company and subject to applicable provisions of law, availability of funds and approval of the Board.

Except to the extent of their respective shareholding, if any, in the Company and/or their respective positions as Directors or Key Managerial Personnel of the Company, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution.

Where the proposed transaction relates to or affects any other company/body corporate, the relevant shareholding interest of the promoters, Directors, Manager, if any, and Key Managerial Personnel of the

Company in such other company/body corporate, to the extent required under Section 102 of the Act, shall be disclosed in this Explanatory Statement.

The relevant documents, including the copy of the resolution passed by the Members at the Extra-Ordinary General Meeting held on August 16, 2023 and other documents, if any, referred to in this Notice and the Explanatory Statement, shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays, up to and including the date of the AGM.

Members seeking inspection of the documents may also send their request to cs@vrinfraspace.com.

The Board recommends the Special Resolution set out at Item No. 8 for approval by the Members.

**Date: September 02, 2026**
**Place: Vadodara**

**For and on behalf of the Board**
**V R INFRASPACE LIMITED**

**Regd. Office:** Office FRF-12, V R One,
Nr. L & T Knowledge City, Ajwa Road,
Vadodara -390019, Gujarat, India.

**CIN:** L45203GJ2015PLC085400

**Sd/-**
**Riya Aswani**
**Company Secretary & Compliance Officer**
**Membership No. ACS 72420**

**ANNEXURE TO NOTICE**

**Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings.**

1. **Sumitaben Vipulbhai Rupareliya, Director**

| | |
|---|---|
| **Name of Director and DIN** | Sumitaben Vipulbhai Rupareliya<br>DIN: 07364312 |
| **Age** | 38 years |
| **Nationality** | Indian |
| **No. of shares held including shareholding as beneficial owner** | 1943950 Equity Shares |
| **Qualification** | Under Graduate |
| **Brief resume/profile and nature of expertise in specific functional areas** | Mrs. Sumitaben Vipulbhai Rupareliya has over 10 years of extensive experience in the real estate and infrastructure development sectors. She possesses significant expertise in project development, execution, and management, with a strong understanding of the real estate and infrastructure landscape. |
| **Date of first appointment on the Board** | December 16, 2015 |
| **Terms and conditions of appointment** | In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sumitaben Vipulbhai Rupareliya, who retires by rotation, is proposed to be re-appointed as a Director of the Company, liable to retire by rotation. |
| **Remuneration last drawn (FY 2025-26) (per annum)** | INR 11,32,000 |
| **Relationship with other Directors, Manager and other Key Managerial Personnel of the Company** | Spouse of Mr. Vipulbhai Devchandbhai Rupareliya, Managing Director |
| **Other Directorship** | Not Applicable |
| **Chairmanship/ Membership of the Committees of other Companies in which position of Director is held** | Not Applicable |
| **Resignations, if any, from listed entities (in India) in past three years** | Not Applicable |
| **Details of Board/ Committee Meetings attended during the year** | She has attended 7 Board Meetings and 10 Committee meetings in which she is member, held during the year. |
| **Information as required pursuant to the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.** | Mrs. Sumitaben Vipulbhai Rupareliya is not debarred from holding the office of director pursuant to any SEBI order or any other authority. |

## Annexure A to Notice – RPT

**Basic details of the related party:**

| Resolution No. | 5 – VRIL with DRL | | 6 – DRL with BN | 7 - TEPL with PAIPL |
|---|---|---|---|---|
| **Particulars of the information** | **Information** | | | |
| **Name of the related party** | Daxon Realty Limited | Daxon Realty Limited | Daxon Realty Limited | Tradio Exim Private Limited |
| **Country of incorporation of the related party** | India | India | India | India |
| **Nature of business of the related party** | Business of Construction and/or Development of Residential and Commercial properties | Business of Construction and/or Development of Residential and Commercial properties | Business of Construction and/or Development of Residential and Commercial properties | Business of Agro/Agri/Food Products/Food Grains and related products; Business of all kinds of Fast-Moving Consumer Goods (FMCG) |

**Relationship and ownership of the related party:**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party; Shareholding of, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Daxon Realty Limited<br><br>(Subsidiary of V R Infraspace Limited)<br><br>V R Infraspace Limited holds 66% of the equity shares of Daxon Realty Limited | Daxon Realty Limited<br><br>(Subsidiary of V R Infraspace Limited)<br><br>V R Infraspace Limited holds 66% of the equity shares of Daxon Realty Limited | Daxon Realty Limited ("DRL")<br><br>(Subsidiary of V R Infraspace Limited)<br><br>*With*<br><br>B N Enterprise (Related party of DRL) | Tradio Exim Private Limited ("TEPL")<br><br>(Subsidiary of V R Infraspace Limited)<br><br>*With*<br><br>Premdhara Agro India Private Limited (Related party of TEPL) |

**Details of previous transactions with the related party:**

<table>
<tr><th>Resolution No.</th><th colspan="2">5</th><th>6</th><th>7</th></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.<br><table><tr><td>S. No</td><td>Nature of Transactions</td><td>FY 2025-26 (INR)</td></tr><tr><td colspan="3">NIL</td></tr></table></td><td>NA</td><td>NA</td><td>1.76 Crore</td><td>NA</td></tr>
<tr><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>NA</td><td>NA</td><td>2.95 Crore</td><td>NA</td></tr>
<tr><td>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 financial year.</td><td>No</td><td>No</td><td>No</td><td>No</td></tr>
</table>

**Amount of the proposed transaction(s):**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders | Rs. 10 Crore | Rs. 40 Crore | Rs. 50 Crore | Rs. 40 Crore |
| Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes | Yes | Yes | Yes |
| Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | | | | |
| 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) | | | | |
| Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | | | | |
| Financial performance of the related party for the immediately preceding financial year:<br>Particulars<br>Turnover (T/O)<br>Profit After Tax (PAT)<br>Net worth (NW) | | | | |

**Basic details of the proposed transaction:**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| Specific type of the proposed transaction (e.g., sale of goods/services, purchase of goods/services, giving loan, borrowing etc.) | 1. Giving Loan<br>2. Providing Guarantee | | Investment | Providing Guarantee |
| Details of each type of the proposed transaction | Giving Loan | Providing Guarantee | Investment | Providing Guarantee |
| Tenure of the proposed transaction (tenure in number of years or months to be specified) | FY 2026-27 | FY 2026-27 | FY 2026-27 | FY 2026-27 |
| Whether omnibus approval is being sought? | No | No | Yes | Yes |
| Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 10 Crore<br><br>The transactions will be completed within FY 2026-27. | Rs. 40 Crore<br><br>The transactions will be completed within FY 2026-27. | Rs. 50 Crore<br><br>The transactions will be completed within FY 2026-27. | Rs. 40 Crore<br><br>The transactions will be completed within FY 2026-27. |
| Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The Board considers that the proposed related party transactions are in the ordinary course of business and at arm's length basis and play a vital role in the growth of business operations of the listed entity. | | | |
| Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity | Mr. Bhavesh Sojitra, Member of Promoter Group is a | | Mr. Bhavesh Sojitra, Member of Promoter Group | Mrs. Nilam Sojitra and Mr. Haresh Sojitra, Members of Promoter |

| | | | | |
|---|---|---|---|---|
| who have interest in the transaction, whether directly or indirectly. | Director & Member of Daxon Realty Limited. | | is a Director & Member of Daxon Realty Limited. | Group are Directors of Tradio Exim Private Limited. |
| a. Name of the director / KMP | NA | NA | NA | NA |
| b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Promoters and Promoter Group of the Company hold 72.97% shares in the Company and the Company directly holds 66% shares in DRL. | | - | - |
| A copy of the valuation or other external party report, if any. | NA | | NA | NA |
| Other information relevant for decision making. | All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice. The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon. | | | |

**Disclosure for giving Loan to Subsidiary:**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| Source of funds in connection with the proposed transaction. | From mix of free cash flow from operations and borrowings, basis availability at relevant point of time | NA | NA | NA |
| Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of indebtedness a. Nature of indebtedness c. Tenure d. Other details | Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below: a. short term / Long term b. Not more than 10.50% p.a. b. 1-5 years d. NA | NA | NA | NA |
| Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. | 11.45 to 12% | NA | NA | NA |
| Proposed interest rate to be charged by listed entity or its subsidiary from the related party. | Prevailing bank lending rates | NA | NA | NA |
| Maturity / due date | 5 years | NA | NA | NA |
| Repayment schedule & terms | Repayable on Demand | NA | NA | NA |
| Whether secured or unsecured? | Unsecured | NA | NA | NA |
| If secured, the nature of security & security coverage ratio | NA | NA | NA | NA |

| | | | | |
|---|---|---|---|---|
| The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction. | operational cash-flows and/or business objectives/working capital requirements | NA | NA | NA |

**Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary:**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| Source of funds in connection with the proposed transaction. | NA | NA | From mix of free cash flow from operations and borrowings, basis availability at relevant point of time | NA |
| Where any financial indebtedness is incurred to give loan, intercorporate<br>deposit or advance, specify the following: a. Nature of indebtedness a. Nature of indebtedness c. Tenure d. Other details | NA | NA | Financial indebtedness may or may not be incurred as mentioned above. Where indebtedness is incurred, broad terms are expected as below: a. short term / Long term b. Not more than 10.50% p.a. b. 1-5 years d. NA | NA |
| Purpose for which funds shall be utilized by the investee company. | NA | NA | For working capital, capital expenditure and general corporate purpose | NA |
| Material terms of the proposed transaction | NA | NA | Funds will be infused through capital contribution | NA |

**Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:**

| Resolution No. | 5 | | 6 | 7 |
|---|---|---|---|---|
| (a) Rationale for giving guarantee~~, surety, indemnity or comfort letter~~ | NA | Provided to the lenders of the subsidiary of DRL for Loan facilities | NA | Provided to the lenders of the subsidiary of TEPL for Loan facilities |
| (b) Whether it will create a legally binding obligation on listed entity? | NA | Yes | NA | No |
| Material covenants of the proposed transaction Including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked. | NA | As per the approved terms of the guarantee, no commission is being charged and recovery on | NA | As per the already approved terms of the guarantee, no commission is being charged and recovery on mutually agreed basis |

| | | | | |
|---|---|---|---|---|
| | | mutually agreed basis | | |
| The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | NA | Not more than Rs. 40 crores | NA | Not more than Rs. 40 crores |

**Additional Disclosure for Giving Loan to Subsidiary (Material RPT):**

| **Resolution No.** | **5** | | **6** | **7** |
|---|---|---|---|---|
| Latest credit rating of the related party | Not Rated | NA | NA | NA |
| Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.<br><br>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;<br>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;<br>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;<br>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | No | NA | NA | NA |

**Additional Disclosure for in case of transactions relating to any investment made by the listed entity or its subsidiary (Material RPT):**

| **Resolution No.** | **5** | | **6** | **7** |
|---|---|---|---|---|
| Latest credit rating of the related party | NA | NA | Not Rated | NA |
| Whether any regulatory approval is required. If yes, whether the same has been obtained. | NA | NA | No | NA |

**Additional Disclosure for transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary (Material RPT):**

| **Resolution No.** | **5** | | **6** | **7** |
|---|---|---|---|---|
| If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party | NA | NA | NA | NA |
| Details of solvency status and going concern status of the related party during the last three financial years: FY 2024-25, FY 2023-24, FY 2022-23 | NA | Related party is a going concern entity | NA | Related party is a going concern entity |
| The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | NA | Not more than Rs. 40 crores | NA | Not more than Rs. 40 crores |

| | | | | |
|---|---|---|---|---|
| Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.<br>In addition, state the following:<br>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;<br>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;<br>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;<br>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. | NA | No | NA | No |