**Date: 27th August, 2026**

| To<br>Listing Department<br>BSE Limited<br>Phiroze Jeejeebhoy Towers<br>Dalal Street<br>Mumbai – 400 001 | To<br>Listing Department<br>National Stock Exchange of India Limited<br>Exchange Plaza, C-1, Block G<br>Bandra Kurla Complex<br>Bandra (E), Mumbai – 400 051 |
|---|---|
| Script Code: 544633 | Trading Symbol: VIDYAWIRES |

Dear Sir/Madam,

**<u>Sub: Submission of the Notice of the 44th Annual General Meeting (AGM) for the Financial Year 2025-26.</u>**

Pursuant to Regulation 30 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), please find enclosed **the Notice of the 44th Annual General Meeting ("AGM") of Vidya Wires Limited (formerly known as Vidya Wires Private Limited)** ("the Company") is scheduled to be held on **Friday, September 18, 2026, at 15:00 IST** through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM"),

The said Notice of the 44th AGM is also available on website of the Company at www.vidyawire.com .

You are requested to take the same on records.

Thanking you,
**For Vidya Wires Limited**
**(*Formerly Known as Vidya Wires Private Limited*)**

BHARDWAJ JAYA ASHOK
Digitally signed by BHARDWAJ JAYA ASHOK
Date: 2026.08.27 16:40:14 +05'30'

VIDYA WIRES LIMITED V.U. NAGAR

**Jaya Ashok Bhardwaj**
**Company Secretary and Compliance Officer**
**Enclosed: As Above**

## VIDYA WIRES LIMITED

(Formerly known as Vidya Wires Private Limited)
CIN: L31300GJ1981PLC004879
Regd. Off: Plot No.8/1-2, GIDC, Opp. SLS Industries, Vithal Udyognagar, Anand -388 121
Dist. Anand- Gujarat, India
Tel No: +91 7801987100, Email Id: cs@vidyawire.com
Website: www.vidyawire.com

## NOTICE OF THE 44TH ANNUAL GENERAL MEETING

To,
The Member,
**Vidya Wires Limited**
(Formerly Known as Vidya Wires Private Limited)

**NOTICE** IS HEREBY GIVEN THAT the **44th Annual General Meeting** of the Member of the **Vidya Wires Limited** (Formerly Known as Vidya Wires Private Limited) will be held on **Friday, 18th Day of September, 2026 At 15:00 (IST)**, through Video Conferencing ("VC")/Other Audio- Visual Means ("OAVM") Facility, to transact the following Businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No. 8/1-2, GIDC, Opp. SLS Industries, Vithal Udyognagar, Vallabh Vidyanagar-388 121, District Anand-Gujarat, India.

### ORDINARY BUSINESS:

**Item No. 1: To receive, consider and adopt:**

a. **Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026;**

   To consider and pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2026, together with the Reports of Auditors and the Board of Directors thereon, as circulated to the Members be and are hereby received, considered and adopted."

b. **Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026;**

   To consider and pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2026, together with the Reports of Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

**Item No. 2: To appoint Mrs. Shilpa Rathi (DIN: 00410092), who retires by rotation, and being eligible, has offered herself for the re- appointment;**

To consider and pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shilpa Rathi (DIN: 00410092), Executive Director of the Company, who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as Director of the Company."

## SPECIAL BUSINESS:

### Item No. 3: To appoint M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, as Secretarial Auditor for a term of 5 (five) consecutive years and fix his remuneration:

To consider and pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); and based on the recommendations of the Audit Committee and approval of the Board of Directors of the Company, M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, Anand (Membership No: F-8064) (COP No: 6628), be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (Five) consecutive years commencing from the Financial Year 2026-27 and continuing up to the Financial Year 2030-31, to conduct Secretarial Audit, on such terms & conditions including remuneration, as may be determined by the Board of Directors (hereinafter referred to as the "Board" which term shall include any Committee of the Board) of the Company, in consultation with the Audit Committee and Secretarial Auditor plus applicable Goods and Services Tax and reimbursement of traveling and out of pocket expenses incurred by him for the purpose of audit.

"**RESOLVED FURTHER THAT** approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board".

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

**Item No. 4: To Consider and Ratify the remuneration payable to M/s J B Mistri & Co., Cost Accountant as Cost Auditors of the Company for the Financial Year 31st March, 2027.**

To consider and pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee, the remuneration payable to M/s J B Mistri & Co., Ahmedabad, Cost Accountant, (Firm Registration No. 101067 and Membership No. 6149), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2026-27, at Basic Cost Audit fees of ₹ 60,000/- (Rupees Sixty Thousand Only) Plus Cost Record XBRL-preparation fees of ₹ 10,000/- (Rupees Ten Thousand Only) (exclusive of applicable taxes and reimbursement of out-of-pocket expenses and other incidental expenses) incurred by them in connection with the aforesaid audit at actual, be and is, hereby ratified and confirmed.

"**RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution"

**For and on behalf of the Board of Directors**
**For Vidya Wires Limited**
**(Formerly Known as Vidya Wires Private Limited)**

**Sd/-**
**Shyamsundar Rathi**
**Chairman and Whole Time Director**
**DIN No. 00410015**

**Place: Anand**
**Date: 11th August, 2026**

**Registered Office:** Plot No. 8/1-2, GIDC, Opp. SLS Industries, Vithal Udyognagar, Vallabh Vidyanagar-388 121, District Anand-Gujarat, India.
**CIN:** L31300GJ1981PLC004879
**Email ID:** cs@vidyawire.com
**Website:** https://www.vidyawire.com/

## NOTES:

1. **Explanatory Statement:** Pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out -material facts and reasons in respect of special business as set out above, is annexed hereto and forms part of this Notice.
2. The relevant details with respect to **"Director seeking re-appointment at this AGM"** as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.
3. **Meeting through VC/OAVM:**
   - The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2024 dated September 19, 2024, and other applicable circulars and notifications issued in this respect latest being Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as the "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/ HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/ CFDPoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 by Securities and Exchange Board of India ("SEBI") (collectively referred to as "SEBI circulars") inter-alia, permitted the Companies for holding of the Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), without the physical presence of the Members at a common venue and The Ministry of Corporate Affairs (MCA) has issued General Circular No. 03/2025 dated 22nd September 2025, providing clarification on holding of Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly, in compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
   - **Venue:** The Registered Office of the Company shall be deemed to be the venue for the AGM.
   - **Proxy:** Pursuant to the provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this Notice.
   - In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Friday, 11th September, 2026 ("**cut-off date**") will be entitled to vote during the AGM.
   - **Quorum:** Members attending the AGM through VC/OAVM shall be counted for the purpose of determining the quorum. [Section 103 of the Companies Act, 2013).

4. **Circulation of Notice of the Annual General Meeting ("AGM") along with Annual Report electronically:**

   Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent online through electronic mode to those Members whose email addresses are registered with the Company or MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar & Share Transfer Agent ("RTA") or National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL"), collectively ("Depositories"). Additionally, the Company will also send a letter to shareholders providing the web-link and Navigation Path for accessing the Annual Report to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36(1) of the SEBI Listing Regulations].

   In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with the Annual Report for Financial Year 2025-26 has been uploaded on the following websites:

   a) Company: https://www.vidyawire.com/
   b) Stock Exchanges respectively
      - BSE Limited - https://www.bseindia.com
      - National Stock Exchange of India Limited - https://www.nseindia.com
   c) NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
   d) RTA: https://in.mpms.mufg.com/aboutus.html

5. **Attendance and voting by Authorized Representative and Government Representation:**

   - Institutional shareholders/Corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board Resolution/ Power of Attorney/Authority Letter etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting.
   - An authorized representative of the President of India or of the Governor of a State, if a Member of the Company, may attend the AGM through VC / OAVM and cast their votes through remote e-voting or e-voting during the AGM.

     The said Resolution/ Authorisation shall be sent to the Scrutinizer by email from their registered email address to dgbhimani@yahoo.co.in with a copy marked to evoting@nsdl.com.

6. **Statutory Registers Inspection**: The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all documents referred to in the annual report will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, will be available for inspection, electronically, by the members of the Company during the AGM, based on the request being received on cs@vidyawire.com .

7. Members seeking any information on the Financial Statements or matters in the Notice are requested to write to the Company at least 7 days before the AGM so that the information can be made available.

8. **Furnishing of PAN, KYC details and Nomination by holders of Physical Securities:**

   In accordance with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 and subsequent amendments, it is mandatory for all holders of physical securities to furnish the following details:

- PAN, along with a self-certified copy of the PAN card.
- Nomination or a declaration to opt-out of nomination.
- Contact details, including a mobile number, email address, and postal address with PIN code.
- Bank Account details, including the bank name, branch, account number, MIRC code and IFSC code.
- Specimen Signature
- Power of Attorney

Members holding shares in physical form are requested to promptly furnish the aforementioned documents and details to MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company, or to the Company directly.

The requisite forms, including ISR-1, ISR-2, ISR-3, SH-13, and SH-14, are available on the Company's website at https://www.vidyawire.com/. As part of our continued commitment to environmental sustainability, members are encouraged to receive all shareholding-related communications electronically. Members holding shares in dematerialised form may register or update their email addresses with their respective Depository Participants, while members holding shares in physical form are requested to update their email addresses and other relevant details with the Company's RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), at www.in.mpms.mufg.com.

9. **Dematerialization of Shares:**

SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024].

The Form is available on Websites

Company at https://www.vidyawire.com/

RTA at www.in.mpms.mufg.com.

# Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Request for Transfer, transmission and transposition of securities shall be affected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations].

10. **Consolidation of Share Certificates:**

Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

11. Members are requested to note that the Company's equity shares are under compulsory demat trading for all class of investors, as per the provisions of the SEBI Circular dated May 29, 2000. Members are therefore advised in their own interest to dematerialise their physical shareholding to avoid inconvenience and for better servicing by the Company.

12. **Participation as Registered Speakers:**

- The Members can join the AGM in the VC/OAVM mode 30 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.
- Members who would like to express their views/ ask questions during the AGM may register themselves as speaker by sending their request in advance at least seven (07) days before the AGM. Members who do not wish to speak during the AGM but have queries may send their queries, mentioning the name, securities Demat account number/ folio number, email id and, mobile number to cs@vidyawire.com in advance seven (07) days prior to meeting. Only those Members who have registered themselves as speaker will be allowed to express their views/ ask questions during the AGM for a maximum time of two (02) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

13. **Dispute Resolution**

SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026].

14. **Investor Grievance Redressal:**

The Company has designated E-mail: cs@vidyawire.com to enable investors to register their complaints, if any.

15. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

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

### A. E-VOTING THROUGH ELECTRONIC MEANS:

i. **Authorized Agency:**

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.

ii. **Cut-off Date:**

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 11th September 2026, may cast their vote electronically.

iii. **Remote e-voting Period:**

The remote e-voting period begins on Tuesday, 15th September, 2026 (9:00 IST) and ends on Thursday, 17th September, 2026 (17:00 IST).

iv. Voting During Remote e-voting period or AGM:

The remote e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Tuesday, 15th September, 2026 to Thursday, 17th September, 2026 or during the AGM.

v. **Votes:**

- Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

vi. **Scrutinizer:**

M/s. D G Bhimani & Associates, Practicing Company Secretary (Peer Reviewed Firm) (Membership no. F-8064 and COP No. 6628), Anand, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending the Notice along with the Annual Report and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if member is already registered with NSDL for remote e-voting then the Members can use their existing User ID and Password for casting the vote.

In case of individual shareholders holding securities in dematerialized form and who acquires shares and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under “Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized form”.

viii. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@vidyawire.com). The same will be replied by the company suitably.

## B. OTHER INSTRUCTIONS

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit 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. The results will be announced within the time stipulated under the applicable laws.
2. The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed to the stock exchanges, NSDL and will also be displayed on the Company's website. Members may contact at E-mail Id: evoting@nsdl.com for any grievances connected with voting by electronic means.

## 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.<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) login through their depository participants | 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. 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<br>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<br>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<br>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?**

2. 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.
3. 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".
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. 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.
2. 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 Ms. Pallavi Mharte, Deputy Vice President at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@vidyawire.com.
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 (cs@vidyawire.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com or +91 022 69448554 or contact Ms. Pallavi Mharte, Deputy Vice President at evoting@nsdl.com.

**For and on behalf of the Board of Directors**
**For Vidya Wires Limited**
**(Formerly Known as Vidya Wires Private Limited)**

**sd/-**
**Shyamsundar Rathi**
**Chairman and Whole Time Director**
**DIN No. 00410015**

**Place: Anand**
**Date: 11th August, 2026**

**Registered Office:** Plot No. 8/1-2, GIDC,
Opp. SLS Industries, Vithal Udyognagar,
Vallabh Vidyanagar-388 121,
District Anand-Gujarat, India
**CIN:** L31300GJ1981PLC004879
**Email ID:** cs@vidyawire.com
**Website:** https://www.vidyawire.com/

## Explanatory Statement under Section 102 of the Companies Act, 2013

### Item No. 3:

### To appoint M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, as Secretarial Auditor for a term of 5 (five) consecutive years and fix his remuneration:

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with circulars issued thereunder to the extent applicable, other applicable regulations framed by the Securities and Exchange Board of India in this regard, the Secretarial auditor needs to be appointed for a period of 5 (Five) consecutive years.

The Board of Directors of the Company, at its meeting held on 11th August, 2026, on the recommendation(s) of the Audit Committee has, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., recommended the appointment of **M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, Anand (Membership No: F-8064) (COP No: 6628)**, as Secretarial Auditors of the Company, to the Members at the ensuing AGM for a term of five (05) consecutive years commencing from FY 2026-27 till FY 2030-31, subject to approval of the Members.

The proposed fees to be paid to **M/s. D. G. Bhimani & Associates**, Practicing Company Secretaries, for FY 2026-2027 shall be ₹ 50,000/- (Rupees Fifty Thousand only) per annum, plus applicable taxes and reimbursement of out-of pocket expenses incurred and for subsequent year(s) of their term, such fees, as may be mutually agreed between the Board of Directors and **M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, Anand.**

**Brief Profile:**

M/s. D G Bhimani & Associates, Company Secretaries, is a Peer Reviewed sole proprietary firm established in 2005 by Mr. Dineshkumar Bhimani (Membership No. F-8064; COP No. 6628), a Company Secretary holding BBA and LL.B. degrees, with over 28 years of post-qualification experience in secretarial and legal matters.

The peer-reviewed firm offers a wide range of professional services, including but not limited to: handling public and rights issues, AGMs, EGMs, Board Meetings, and Secretarial Audits, and is well-versed in compliance under SEBI Regulations, Stock Exchange Listing Agreements, FEMA, the Companies Act, and related laws. Its services also include acting as Scrutinizer for company and court-convened meetings, maintenance of statutory records, secretarial due diligence for banks and IPOs, and liaison with the ROC, RBI, NSDL, CDSL, and RTAs.

**M/s. D. G. Bhimani & Associates, Practicing Company Secretary, Peer Reviewed, Anand** has contented to its appointment as Secretarial Auditors of the Company and have confirmed that the firm does not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations. **M/s. D. G. Bhimani & Associates** has been associated with the Company as Secretarial Auditor since past years.

The rationale for recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder and SEBI Listing Regulations, 2015 with regard to secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done in the past.

None of the Directors, Key Managerial Personnel and relatives thereof have any concern or interest, financial or otherwise, in resolution at Item No. 3 of this Notice.

The Board of Directors recommends a resolution at Item No. 3 of this Notice for approval by the Members by way of an Ordinary Resolution.

**Item No. 4:**

**To Consider and Ratify the remuneration payable to M/s J B Mistri & Co., Cost Accountant as Cost Auditors of the Company for the Financial Year 31st March, 2027.**

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to get its cost records audited from a qualified Cost Accountant.

The Board at its meeting held on 11th August, 2026, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2026-27 as per the following details:

| **Name of Cost Auditor** |
|---|
| **M/s J B Mistri & Co.,** Cost Accountants |
| Basic Cost Audit fees of ₹ 60,000/- (Rupees Sixty Thousand Only) Plus Cost Record XBRL-preparation fees of ₹ 10,000/- (Rupees Ten Thousand Only) (exclusive of applicable taxes and reimbursement of out-of-pocket expenses and other incidental expenses). |

The rationale for recommendation is based on the fulfilment of the eligibility criteria & qualification prescribed under the Act and rules framed thereunder with regard to cost audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditor shall be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for audit of the cost records of the Company for the F.Y. 2026-27 as set out in the resolution for the aforesaid services to be rendered by Cost Auditor.

None of the Directors, Key Managerial Personnel and relatives thereof have any concern or interest, financial or otherwise, in resolution at Item No. 4 of this Notice.

The Board of Directors recommends a resolution at Item No. 4 of this Notice for approval by the Members by way of an Ordinary Resolution.

**Additional Information: Details of Directors seeking re-appointment/appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Clause 1.2.5 of Secretarial Standard – 2 are as under:**

**Item No. 2: To appoint a director in place of Mrs. Shilpa Rathi (DIN: 00410092), who retires by rotation and being eligible, offers herself for the re- appointment.**

| Name of Director | Mrs. Shilpa Rathi |
|---|---|
| Director Identification Number (DIN) | 00410092 |
| Designation and Category of Director | Whole Time Director |
| Date of Birth & Age | 02nd June, 1975 & Age: 51 years |
| Date of First Appointment on Board | Appointed as Member of the Board on June 19, 2024 Designated as Whole Time Director with effect from July 01, 2024 |
| Qualification | Diploma Course in Fashion Technology |
| Brief Profile and experience | She has over 8 years of experience in the Company |
| Nature of Expertise in specific functional area | Rich experience in various areas of business, operations and societal and governance matters |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the Company | • Mr. Shyamsundar Rathi (Father-in-law)- Chairman and Whole Time Director<br>• Shailesh Rathi (Husband)- Managing Director |
| Terms and conditions of appointment/ reappointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 |
| Details of Remuneration last drawn i.e. during F.Y. 2025-26 | 5,00,000/- Per month |
| Shareholding in the company as on March 31, 2026 (including shareholding as a beneficial owner) | Equity Shares of the Company<br>4,60,000 Equity Shares of INR 1/- each (0.22%) |
| Number of Meetings of the Board held & attended during the F.Y. 2025-26 | 13/13 |
| Directorship in Listed Entities as on 11.08.2026 (Date of Notice of AGM) | Vidya Wires Limited |
| Directorships held in other companies (excluding Foreign Companies) | ALCU Industries Private Limited |
| Memberships/Chairmanships of committees of other companies (excluding Foreign Companies) | Nil |
| Listed Entities from which the Director has resigned in the past three years | Nil |