VISHNU PRAKASH R PUNGLIA LIMITED

ENGINEER, CONTRACTOR & DESIGNER
An ISO 9001: 2015 Certified Company

September 08, 2026

To,
BSE Limited
Phiroze Jeejeebhoy
Towers,
21st Floor, Dalal Street,
Fort,Mumbai – 400 001

BSE Scrip Code: 543974

To,
National Stock Exchange of India
Limited Exchange Plaza, Plot No.
C/1, Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051

NSE Scrip Symbol: VPRPL

Dear Sir/Madam,

Sub: Notice of 13th Annual General Meeting of the Company for the financial year 2025-26

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 13th Annual General Meeting ("AGM") of the Company will be held on **Wednesday, September 30, 2026 at 12:30 P.M**. through Video Conferencing ("VC") or Other Audio-Video Means ("OAVM"). We are submitting herewith Notice of AGM of the Company, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on the resolution as set out in the AGM Notice. The remote e-voting starts on September 27, 2026 at 09.00 A.M. and ends on September 29, 2026 at 05:00 P.M. and e-voting starts with the commencement of AGM and ends 30 Minutes after the AGM ends (IST).

The Notice of AGM is also available on the website of the Company https://www.vprp.co.in/

This is for your kind information and record
Thanking you,

Yours faithfully

For VISHNU PRAKASH R PUNGLIA LIMITED

MONICA PUROHIT
Digitally signed by MONICA PUROHIT
Date: 2026.09.08 17:25:22 +05'30'

MONICA PUOHIT
Company Secretary and Compliance Officer
M. No. A37179
Encl.: as above

Notice of 13th Annual General Meeting

NOTICE is hereby given that the **Thirteenth** Annual General Meeting ("AGM") of the members of **Vishnu Prakash R Punglia Limited** ("Company") will be held on Wednesday, September 30, 2026 at 12:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sanjay Kumar Punglia (02162102) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Ajay Pungalia (DIN: 02162190) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration payable to Cost Auditors of the Company for the financial year ending March 31, 2027.**

   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 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 25,000/- plus applicable taxes and reimbursement of out-of-pocket expenses payable to **M/s. Rajendra Singh Bhati & Co., Cost Accountants, Jodhpur, Rajasthan** (Membership No. 33509/FRN. 101983), who, based on the recommendation(s) of the Audit Committee, have been appointed by the Board of Directors of the Company ('Board'), as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company pertaining to Construction of Roads (ROB) for the Financial Year ending March 31, 2027.

   RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do and perform all such acts, deeds, matters and things, as it may in its sole and absolute discretion considered necessary, desirable or expedient to give effect to this resolution and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company and to sign, submit, execute, deliver and file any documents, signing manually or digitally all such forms, documents and papers, as may be required to be filed or submitted with Stock Exchanges and/or Securities & Exchange Board of India and/or the Registrar of Companies."

5. **To approve the Payment of remuneration to Mr. Ajay Pungalia (DIN: 02162190) Whole-time Director in the event of absence or inadequacy of profits for the balance period of his tenure.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions, sanctions and consents as may be required under the Act or any other applicable law, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ajay Pungalia (DIN: 02162190), Whole-time Director of the Company, in the event of absence or inadequacy of profits, for the balance period of their respective tenure commencing from September 30, 2026 and ending on September 29, 2028, on the terms and conditions as approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, and within the limits and subject to the conditions prescribed under Section 197 read with Schedule V to the Act.

   RESOLVED FURTHER THAT the remuneration payable to the Mr. Ajay Pungalia (DIN: 02162190), Whole-time Director pursuant to this resolution shall be inclusive of salary, allowances, perquisites, benefits and other components of remuneration as approved by the Members from time to time and shall be subject to the applicable provisions, ceilings, conditions and disclosures prescribed under the Act and Schedule V thereto.

   RESOLVED FURTHER THAT where, in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Ajay Pungalia (DIN: 02162190) Whole-time Director shall be paid in accordance with the applicable provisions of Schedule V to the Act and the terms approved by the Members pursuant to this resolution.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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6. **To approve the Payment of remuneration to Mr. Vishnu Prakash Punglia (DIN: 02162019) Whole-time Director in the event of absence or inadequacy of profits for the balance period of his tenure.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions, sanctions and consents as may be required under the Act or any other applicable law, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Vishnu Prakash Punglia (DIN: 02162019), Whole-time Director of the Company, in the event of absence or inadequacy of profits, for the balance period of their respective tenure commencing from September 30, 2026 and ending on September 29, 2028, on the terms and conditions as approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, and within the limits and subject to the conditions prescribed under Section 197 read with Schedule V to the Act.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Vishnu Prakash Punglia (DIN: 02162019), Whole-time Director pursuant to this resolution shall be inclusive of salary, allowances, perquisites, benefits and other components of remuneration as approved by the Members from time to time and shall be subject to the applicable provisions, ceilings, conditions and disclosures prescribed under the Act and Schedule V thereto.

   RESOLVED FURTHER THAT where, in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Vishnu Prakash Punglia (DIN: 02162019) Whole-time Director shall be paid in accordance with the applicable provisions of Schedule V to the Act and the terms approved by the Members pursuant to this resolution.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To approve the Payment of remuneration to Mr. Kamal Kishor Pungalia (DIN: 02168426) Whole-time Director in the event of absence or inadequacy of profits for the balance period of his tenure.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions, sanctions and consents as may be required under the Act or any other applicable law, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Kamal Kishor Pungalia (DIN: 02168426), Whole-time Director of the Company, in the event of absence or inadequacy of profits, for the balance period of their respective tenure commencing from September 30, 2026 and ending on September 29, 2028, on the terms and conditions as approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, and within the limits and subject to the conditions prescribed under Section 197 read with Schedule V to the Act.

   RESOLVED FURTHER THAT the remuneration payable to Mr. Kamal Kishor Pungalia (DIN: 02168426), Whole-time Director pursuant to this resolution shall be inclusive of salary, allowances, perquisites, benefits and other components of remuneration as approved by the Members from time to time and shall be subject to the applicable provisions, ceilings, conditions and disclosures prescribed under the Act and Schedule V thereto.

   RESOLVED FURTHER THAT where, in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Kamal Kishor Pungalia (DIN: 02168426), Whole-time Director shall be paid in accordance with the applicable provisions of Schedule V to the Act and the terms approved by the Members pursuant to this resolution.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. **To approve the Payment of remuneration to Mr. Sanjay Kumar Punglia (DIN: 02162102) Whole-time Director in the event of absence or inadequacy of profits for the balance period of his tenure.**

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

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"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and subject to such other approvals, permissions, sanctions and consents as may be required under the Act or any other applicable law, the consent of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Sanjay Kumar Punglia (DIN: 02162102), Whole-time Director of the Company, in the event of absence or inadequacy of profits, for the balance period of their respective tenure commencing from September 30, 2026 and ending on September 29, 2028, on the terms and conditions as approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting, and within the limits and subject to the conditions prescribed under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT the remuneration payable to Mr. Sanjay Kumar Punglia (DIN: 02162102), Whole-time Director pursuant to this resolution shall be inclusive of salary, allowances, perquisites, benefits and other components of remuneration as approved by the Members from time to time and shall be subject to the applicable provisions, ceilings, conditions and disclosures prescribed under the Act and Schedule V thereto.

RESOLVED FURTHER THAT where, in any financial year during the aforesaid period, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sanjay Kumar Punglia (DIN: 02162102), Whole-time Director shall be paid in accordance with the applicable provisions of Schedule V to the Act and the terms approved by the Members pursuant to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

9. **To approve the increase in Authorised Share Capital of the Company and subsequent Alteration of Capital Clause of the Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder, and in accordance with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from **₹150,00,00,000/- (Rupees One Hundred Fifty Crore only)** divided into 15,00,00,000 (Fifteen Crores) Equity shares of ₹ **10/- (Rupees Ten)** each to **₹200,00,00,000/- (Rupees Two Hundred Crore only)** divided into **20,00,00,000 (Twenty Crores)** Equity shares of ₹ **10/- (Rupees Ten)** each, by creation of additional **5,00,00,000 (Five Crores)** Equity Shares of **₹10/- (Rupees Ten)** each, ranking pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, the existing **Clause V** of the Capital Clause of the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause with the following clause:

The Authorised Share Capital of the Company is ₹ 200,00,00,000/- (Rupees Two Hundred Crores) divided into 20,00,00,000 (Twenty Crores) Equity Shares of ₹ 10/- (Rupees Ten) each.

10. **To approve the conversion of unsecured loan of Directors – Cum – Promoters into equity shares of the Company:**

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

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(a), 62(1)(c), 62(3) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Act"), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to applicable laws, rules, regulations, circulars and guidelines issued by the Government of India and the Securities and Exchange Board of India ("SEBI"), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the stock exchanges where the equity shares of the Company are listed, namely BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (collectively, "Stock Exchanges"), approval of the members 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) to permit Mr. Vishnu Prakash Punglia, Mr. Manohar Lal Punglia, Mr. Sanjay kumar Punglia, Mr. Ajay Pungalia & Mr. Kamal Kishor Pungalia Directors–cum–Promoters, to subscribe to equity shares of the Company in one or more tranches, in any future fund-raising undertaken by the Company, including but not limited to rights issue, preferential issue or any other

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permissible mode, and to allow adjustment (set-off) of their outstanding unsecured loan, either fully or partly, being the amount as may be outstanding at the time of such fund raising, towards such subscription, on such terms and conditions, including issue price, as may be determined by the Board in accordance with applicable laws."

"RESOLVED FURTHER THAT, the outstanding unsecured loan upto ₹200 crores (Two Hundred Crore Only), being the amount as may be outstanding at the time of such fund raising, may be adjusted, either wholly or partly, towards subscription to equity shares in such future fund-raising."

"RESOLVED FURTHER THAT, in case the value of equity shares subscribed exceeds the amount of outstanding loan, the differential amount shall be paid in cash by Mr. Vishnu Prakash Punglia, Mr. Manohar Lal Punglia, Mr. Sanjay kumar Punglia, Mr. Ajay Pungalia & Mr. Kamal Kishor Pungalia and in case the subscription is less than the outstanding loan, the balance shall continue as unsecured loan unless otherwise agreed."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers conferred herein to any Committee of the Board or any Director(s) or Officer(s) of the Company, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies, Stock Exchanges and other regulatory authorities, execution of documents and appointment of intermediaries, advisors and consultants."

11. **To Issue Fully Convertible Warrants on a preferential basis to the persons belonging to "Non-Promoter-Public Category"**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder, and in accordance with the applicable provisions of the Securities and Exchange Board of India Act, 1992, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and the Memorandum and Articles of Association of the Company, as amended from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") to create, issue, offer and allot, by way of preferential issue on a private placement basis, up to 2,11,10,000 (Two Crore Eleven Lakh Ten Thousand) fully convertible warrants ("Warrants"), each Warrant convertible into 1 (One) fully paid-up equity share(s) of the Company of face value of ₹10 (Ten) each, at an issue price of ₹38 (Thirty Eight Only) per Warrant, aggregating up to ₹80,21,80,000/- (Rupees Eighty Crore Twenty-One Lakh Eighty Thousand Only), to the persons belonging to the Non-Promoter – Public Category, as more particularly set out in the Explanatory Statement annexed hereto, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

RESOLVED FURTHER THAT the said warrants be offered and issued on the following terms and conditions:

1. **Form:** The warrant shall be allotted in dematerialised form and shall be rupee-denominated, unsecured, unlisted, unrated, compulsorily convertible, and subject to the provisions of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and the Memorandum and Articles of Association of the Company.

2. **Consideration payable:** An amount equivalent to at least twenty-five percent of the consideration determined in terms of regulation 164 shall be paid against each warrant on the date of allotment of warrants and the balance of seventy-five percent of the consideration shall be paid at the time of conversion into the equity shares pursuant to the exercise of options against each warrant by the warrant holder.

3. **Conversion Ratio / Other Conversion Terms:** The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹ 10/- (Rupees Ten Only) each to the Warrant holders. Each warrant shall be convertible into 1 (One) equity share of the Company having a face value of ₹ 10/- each. The warrants shall be converted into equity shares of the Company, as per the conversion ratio specified above within 18 months from the date of allotment as defined in the SEBI ICDR Regulations, at the conversion price of ₹ 38/- including a premium of ₹ 28/- per share.

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4. **Interest:** The warrants shall carry 'Nil' interest.

5. **Voting:** The warrants shall not carry any voting rights. The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

6. **Lock-in:** The warrants allotted in terms of this resolution shall be subject to lock-in as specified in the SEBI ICDR Regulations, 2018 provisions.

7. The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

8. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

9. The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

   RESOLVED FURTHER THAT the issue price of the Warrants shall be determined in accordance with the applicable provisions of Chapter V of the SEBI ICDR Regulations and the Warrants shall be convertible into equity shares within the period prescribed under the applicable laws and on such terms as set out in the Explanatory Statement.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the proposed allottees and issue a private placement offer cum application letter in the Form PAS-4 to the proposed allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps and actions, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution, including determining the terms of issue and allotment, making applications to the stock exchanges, filing necessary forms and documents with the regulatory authorities, and to delegate all or any of the powers conferred herein to any Director(s), Company Secretary, Chief Financial Officer or other authorised officer(s) of the Company.

RESOLVED FURTHER THAT all acts, deeds, matters and things already done or undertaken by the Board or any authorised person of the Company in connection with the aforesaid issue be and are hereby ratified, confirmed and approved."

By Order of the Board of Directors
For Vishnu Prakash R Punglia Limited

Sd/-
Monica Purohit
Company Secretary

Date: September 05, 2026
Place: Jodhpur

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular Nos. 20/2020 dated May 05, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the General Circular No. 03/2025 dated September 22, 2025 and earlier relevant MCA circulars, (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

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

3. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company's Registrar & Transfer Agent ("RTA"), MUFG Intime India Private Limited at the email address: enotices@in.mpms.mufg.com and scrutinizer at maheshsoni@gmj.co.in

4. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.

5. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special businesses to be transacted at the 13th General Meeting, is annexed hereto.

6. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. All the documents referred to in the accompanying Notice and the statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company at compliance@vprp.co.in for an inspection of said documents.

8. 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 will be available electronically for inspection by the Members during the AGM.

9. The particulars of the Directors proposed to be appointed/ reappointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed hereto.

10. The Company has appointed MUFG Intime India Private Limited for conducting the AGM and for voting through remote e-voting or through e-voting at the AGM. The procedure for participating in the meeting through VC/ OAVM is explained in the notes and is also available on the website of the Company at www.vprp.co.in .

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 2000 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.

12. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

13. The investors can register their complaints if any, at compliance@vprp.co.in

14. As per the provisions of Section 72 of the Act and relevant SEBI Circular(s) issued from time to time, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.

15. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries at compliance@vprp.co.in at least 7 days before the date

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of the meeting (i.e on or before September 23, 2026) to enable the Company to make available the required information at the meeting, to the extent practicable.

16. All persons 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 namely September 23, 2026 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the AGM.

17. Electronic copy of the Annual Report for FY 2025-26 and Notice of AGM has been uploaded on the Company's website https://www.vprp.co.in/annual-report and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s)/ RTA for communication purposes and also available on the website of BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com ,respectively. Further, the Notice of the AGM is available on the website of MUFG Intime India Private Limited the agency engaged for providing e-voting facility, i.e. https://in.mpms.mufg.com/

18. CS Mahesh Soni, Practicing Company Secretary (FCS No.: - 3706, COP No.: - 2324) or in his absence CS Sonia Chettiar, Practicing Company Secretary (FCS No.- 12649, COP No.: - 10130), Partners of GMJ & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

19. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - https://smartodr.in/login ") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023].

20. Instructions for voting through electronic means (e-voting), joining the AGM and other instructions relating thereto are as under:

E-Voting Procedure:

i. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with aforesaid circulars and Secretarial Standard 2, the Company is providing facility for e-voting to all members who are holding shares as on the cut-off date as per the applicable regulations and all the businesses contained in this Notice may be transacted through such voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM, ("remote e-voting") will be provided will be provided by MUFG Intime India Private Limited (MUFG).

ii. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

iii. The remote e-voting period begins on Sunday, 27th September, 2026 at 09:00 AM and ends on Tuesday, 29th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by MUFG for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 23, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Login method for Individual shareholders holding securities in demat mode:

The way to vote electronically on MUFG e-Voting system consists of following methods which are mentioned below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

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d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

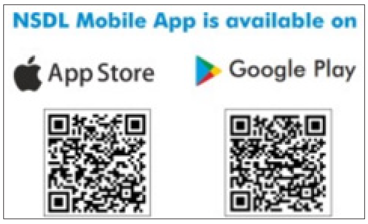
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.

c) Enter the last 4 digits of your bank account / generate ‘OTP’

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

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



METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the “Login” tab available under ‘Shareholder/ Member’ section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.

b) Enter existing username, Password & click on “Login”.

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through “e-voting” option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

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d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
   - Shareholders holding shares in **NSDL form,** shall provide '4' above
   - Shareholders, holding shares in **CDSL form,** shall provide 'point 3' or 'point 4' above.

   Shareholders holding shares in **physical form** but have not recorded '3' and '4', shall provide their Folio number in '4' above
5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at maheshsoni@gmj.co.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at compliance@vprp.co.in

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Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at maheshsoni@gmj.co.in with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at compliance@vprp.co.in

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Further Click on **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on “Login”.

b) Select the “Company Name” and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id

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d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.
- Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.
- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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EXPLANATORY STATEMENT IN RESPECT OF THE ORDINARY & SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4, 5, 6 7, 8, 9, 10 & 11 of the accompanying Notice dated September 05, 2026.

Item No. 04

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rajendra Singh Bhati & Co., Cost Accountants (Firm Registration No. 101983), as the Cost Auditors of the Company to conduct the audit of the cost record of the Company pertaining to Construction of Roads (ROB) for the financial year ending March 31, 2027 for a remuneration of ₹ 25,000/- (Rupees Twenty-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the Members of the Company. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 05, 06, 07 & 08

At the Annual General Meeting of the Company held on July 24, 2023, the Members of the Company approved, by way of Special Resolutions, the appointment of the Whole-time Directors of the Company for a period of five years commencing from September 30, 2023 and ending on September 29, 2028, together with payment of remuneration to them in accordance with the applicable provisions of Sections 196 and 197 read with Schedule V to the Companies Act, 2013 (“Act”), including in the event of absence or inadequacy of profits.

Section 196(2) of the Act permits the appointment of a Whole-time Director for a term not exceeding five years. Further, Section 197(3) provides that where a company has no profits or its profits are inadequate, the remuneration payable to managerial personnel shall be subject to the provisions of Schedule V to the Act. Section 197(4) further provides for determination of remuneration payable to directors in accordance with the provisions of the Act.

The approval of the Members obtained at the Annual General Meeting held on July 24, 2023, insofar as it relates to payment of remuneration to the Whole-time Directors in the event of absence or inadequacy of profits, was subject to the statutory requirements applicable to such remuneration and is required to be renewed for the subsequent period in accordance with the applicable provisions of Schedule V to the Act.

Accordingly, since the tenure of the Whole-time Directors continues up to September 29, 2028, the Board of Directors considers it appropriate to obtain fresh approval of the Members by way of Special Resolution for payment of remuneration to the Whole-time Directors, in the event of absence or inadequacy of profits, for the balance period of their respective tenure, i.e. from September 30, 2026 up to September 29, 2028.

The proposed approval is intended only to provide for payment of the remuneration to the Whole-time Directors during the balance period of their tenure in circumstances where the Company has no profits or its profits are inadequate, subject always to the applicable provisions, conditions, limits and requirements prescribed under Section 197 and Schedule V to the Act. Section 197(3) specifically requires compliance with Schedule V in such circumstances.

The remuneration payable to the Whole-time Directors shall remain subject to the applicable statutory limits and conditions, including the requirements relating to qualifications, experience, tenure and other conditions prescribed under Schedule V, as applicable. The Board shall also ensure compliance with any applicable approval requirements, disclosures and other statutory requirements.

The Members are therefore requested to approve the proposed Special Resolutions set out at Item No. 05, 06, 07 & 08 of the accompanying Notice for payment of remuneration to the Whole-time Directors in the event of absence or inadequacy of profits for the balance period of their respective tenure commencing from September 30, 2026 and ending on September 29, 2028.

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The Board of Directors recommends the Special Resolutions set out at Item No. 05, 06, 07 & 08 of the accompanying Notice for approval by the Members.

Details of the remuneration proposed to be paid to the Whole-time Directors are as follows:

S. No.	Name	Designation	Salary P.A. for FY 2026-27 & 2027-28 (₹)
1.	Vishnu Prakash Punglia	Chairperson and Whole Time Director	1,05,60,000
2.	Sanjay Kumar Punglia	CEO and Whole Time Director	85,80,000
3.	Kamal Kishor Pungalia	Whole Time Director	85,80,000
4.	Ajay Pungalia	Whole Time Director	85,80,000

Item No. 09

Increase in Authorised Share Capital and Alteration of Capital Clause of the Memorandum of Association

The present Authorised Share Capital of the Company is ₹150,00,00,000/- (Rupees One Hundred Fifty Crore only), divided into 15,00,00,000 (Fifteen Crores) Equity Shares of ₹10/- (Rupees Ten) each.

In order to meet the future capital requirements of the Company and to enable the Company to raise further capital, as and when required, it is proposed to increase the Authorised Share Capital of the Company from ₹150,00,00,000/- (Rupees One Hundred Fifty Crore only) to ₹200,00,00,000/- (Rupees Two Hundred Crore only), by creation of an additional 5,00,00,000 (Five Crores) Equity Shares of ₹10/- (Rupees Ten) each, ranking pari passu in all respects with the existing Equity Shares of the Company.

Consequently, Clause V of the Memorandum of Association of the Company relating to the authorised share capital is also required to be altered accordingly.

The Board of Directors of the Company, at its meeting held on May 30, 2026, has considered and approved the proposal for increase in the authorised share capital of the Company and consequential alteration of Clause V of the Memorandum of Association, subject to the approval of the Members of the Company.

Pursuant to Section 61(1)(a) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the authorised share capital of a company may be increased by such amount as it thinks expedient by altering its memorandum in the manner provided in Section 61, subject to the approval of the Members in a general meeting and the provisions of the Articles of Association of the Company.

Accordingly, approval of the Members is sought by way of an Ordinary Resolution for increasing the authorised share capital of the Company from ₹150,00,00,000/- (Rupees One Hundred Fifty Crore only) to ₹200,00,00,000/- (Rupees Two Hundred Crore only) and for consequential alteration of Clause V of the Memorandum of Association of the Company.

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

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

Item No. 10

The Company has, from time to time, availed financial assistance in the form of unsecured loans from its directors–cum–Promoters, namely, Mr. Vishnu Prakash Punglia, Mr. Manohar Lal Punglia, Mr. Sanjay Kumar Pungalia, Mr. Ajay Pungalia and Mr. Kamal Kishor Punglia. The amounts so advanced are presently outstanding and are reflected as unsecured loans in the books of the Company.

The aforesaid Directors–cum–Promoters have expressed their willingness to participate in future fund-raising activities of the Company and have requested that the whole or part of their outstanding unsecured loans may, subject to applicable laws and regulatory approvals, be adjusted towards their subscription to equity shares of the Company, as and when such fund-raising is undertaken.

The proposed conversion/adjustment of the outstanding unsecured loans into equity shares would enable the Company to strengthen its capital structure, reduce its outstanding debt and associated financial obligations, improve its debt-equity position and provide greater financial flexibility. It would also facilitate participation by the existing Directors–cum–Promoters in the future capital-raising initiatives of the Company.

Accordingly, the Board of Directors proposes to seek the approval of the Members to enable the Company, from time to time, to adjust the whole or any part of the unsecured loans outstanding from the aforesaid Directors–cum–Promoters towards subscription to equity shares of the Company, pursuant to such fund-raising(s), on such

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terms and conditions, including the issue price, number of equity shares, timing and other applicable terms, as may be determined by the Board of Directors or its duly authorised committee, subject to the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws, regulations and approvals.

The amount of unsecured loan eligible for such adjustment shall be restricted to the amount actually outstanding and payable by the Company to the respective Director–cum–Promoter at the time of the relevant fund-raising. The adjustment shall be made only to the extent of the subscription amount payable by the respective Director–cum–Promoter for the equity shares subscribed by him.

In the event that the subscription amount for the equity shares exceeds the amount of unsecured loan outstanding against the respective Director–cum–Promoter, the differential amount shall be paid by such Director–cum–Promoter in cash in accordance with the terms of the relevant issue. Where the subscription amount is less than the outstanding unsecured loan, the balance amount shall continue to remain outstanding as an unsecured loan, unless otherwise agreed between the Company and the concerned Director–cum–Promoter, subject to applicable laws.

The proposed approval is intended to provide the Company with flexibility to undertake such adjustment in connection with future fund-raising(s), without requiring a separate approval of the Members for each such adjustment, to the extent permitted under applicable laws.

The Board of Directors, after considering the financial requirements of the Company and the proposed strengthening of its capital structure, is of the opinion that the proposed enabling approval is in the best interests of the Company and its Members and accordingly recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

Except Mr. Vishnu Prakash Punglia, Mr. Manohar Lal Punglia, Mr. Sanjay Kumar Punglia, Mr. Ajay Pungalia and Mr. Kamal Kishor Pungalia, being the concerned Directors–cum–Promoters, and their respective relatives, to the extent applicable, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 11

The Board of Directors of the Company ("Board"), at its meeting held on September 05, 2026 subject to the approval of the Members and such other approvals as may be required, approved the proposal for creation, issue, offer and allotment of up to **2,11,10,000 (Two Crore Eleven Lakh Ten Thousand Only) fully convertible warrants ("Warrants"),** each carrying a right to subscribe to **1 (one)** equity share(s) of the Company of face value of ₹10 each, at an issue price of ₹38 (Thirty Eight Only) per Warrant, aggregating up to ₹80,21,80,000/- (Rupees Eighty Crore Twenty-One Lakh Eighty Thousand), by way of preferential issue on a private placement basis, to the persons belonging to the **Non-Promoter – Public Category,** as set out below.

The proposed preferential issue is being made in accordance with Sections 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 ("Act"), read with the applicable rules made thereunder and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time.

Accordingly, the approval of the Members by way of a Special Resolution is being sought for the proposed issue of Warrants.

The information pertaining to the proposed allotment of equity shares and warrants is stated below:

a) **Objects of the Issue:** The purpose of raising these funds is as follows:

Sr. No.	Particulars
1.	Meeting working capital requirements including funding ongoing and future Projects – ₹60,16,35,000/- (Rupees Sixty Crore Sixteen Lakh Thirty-Five Thousand Only)
2.	General corporate purposes – ₹20,05,45,000/- (Rupees Twenty Crore Five Lakh Forty-Five Thousand Only)

The fund will be utilized within 6-8 months of receipt. Until that time, it will be kept in the company's bank account.

b) **Maximum number of specified securities to be issued:** It is proposed to offer, issue and allot up to **2,11,10,000 (Two Crore Eleven Lakh Ten Thousand Only)** convertible warrants. Each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten only) each.

c) **Amount which the Company intends to raise by way of such securities:** The company intends to raise an amount not exceeding ₹80,21,80,000/- (Rupees Eighty Crore Twenty-One Lakh Eighty Thousand) through issue of Warrants.

d) **Particulars of the offer and kind of security offered including the maximum number of specified securities to be issued:** Preferential issue of 2,11,10,000 (Two Crore Eleven Lakhs Ten Thousand) Warrants, each Warrant convertible into 1 (one) Equity

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Share of the Face Value of ₹ 10/- (Rupees Ten Only) each on a preferential basis, for cash at an issue price of ₹38/- (Rupees Thirty Eight Only) per Warrant ("Warrant Issue Price") aggregating to an amount not exceeding ₹80,21,80,000/- (Rupees Eighty Crore Twenty-One Lakh Eighty Thousand) at the price determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations and applicable provisions of Companies Act, 2013.

e) **Material terms of the proposed Preferential Issue of the Warrants:** As provided in the Resolution

f) **Intent of the Promoters, Directors or Key Managerial Personnel or senior management of the Company to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe any warrants proposed to be issued under the aforesaid Preferential Allotment.

g) **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects:** None of the promoters or directors are participating in the Proposed issue.

h) **Pricing of the Issue: 2,11,10,000** warrants, each convertible/exchangeable for 1 (One) fully paid-up equity shares of the Company having face value of ₹10/- (Rupees Ten only) each. The issue of equity shares will be at ₹ 38 /-per Equity Share which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

i) **Basis on which the price has been arrived at along with report of the registered valuer:** Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is ₹ 38/- is determined as per the pricing formula prescribed under Regulation 164 of SEBI (ICDR) for the Preferential Issue of Equity shares and warrants. Further, the company has obtained the valuation report dated 31st August, 2026 from M/s. Treu Valuation Services Private Limited, Registered Valuer. The said report is also available on the Company's website https://www.vprp.co.in/

j) **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is 31st August, 2026 being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.

k) **Proposed time within which allotment shall be completed/Time frame within which the Preferential Issue shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of convertible warrants on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

l) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the convertible warrants proposed to be allotted: -

Warrants (proposed allottees)

Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
1.	MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-Promoter- Public Category	Soufia Maariyah Yashna Devi Seebaluck Mithileshsingh Soobarah
2.	Vinod Kumar Jaria	Non-Promoter- Public Category	N.A.
3.	Manka Khatri	Non-Promoter- Public Category	N.A.
4.	Apex Ventures	Non-Promoter- Public Category	Navin Kumar Gupta and Ruchi Gupta
5.	Kesarisut Enterprises Private Limited	Non-Promoter- Public Category	Krati Kaushik
6.	VASM Consultants Private Limited	Non-Promoter- Public Category	Sahil Gupta
7.	PMC Fincorp Limited	Non-Promoter- Public Category	N.A.
8.	Vikas Kapoor HUF	Non-Promoter- Public Category	Vikas Vinod Kapoor
9.	Sahil Arora	Non-Promoter- Public Category	N.A.
10.	Vineet Narayan Agarwal	Non-Promoter- Public Category	N.A.
11.	Navin Kumar Gupta	Non-Promoter- Public Category	N.A.

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Sr. No	Name of the Proposed Allottees	Category	Ultimate beneficial owners
12.	Ruchi Gupta	Non-Promoter- Public Category	N.A.
13.	Lata Kabra	Non-Promoter- Public Category	N.A.
14.	Namita Kedia	Non-Promoter- Public Category	N.A.
15.	Trapti Goyal	Non-Promoter- Public Category	N.A.
16.	Rohit Gupta	Non-Promoter- Public Category	N.A.
17.	Manishkumar Prayagchand Agarwal	Non-Promoter- Public Category	N.A.
18.	Richa Sachdeva	Non-Promoter- Public Category	N.A.
19.	Anuja Bissa	Non-Promoter- Public Category	N.A.
20.	Kavita Shivkant Chavan	Non-Promoter- Public Category	N.A.
21.	Ranjana soni	Non-Promoter- Public Category	N.A.
22.	Champalal soni	Non-Promoter- Public Category	N.A.
23.	Manisha soni	Non-Promoter- Public Category	N.A.
24.	Sahaj Deep Kheda	Non-Promoter- Public Category	N.A.
25.	Parvindra Kaur	Non-Promoter- Public Category	N.A.
26.	Chinmay	Non-Promoter- Public Category	N.A.
27.	Deepak Ladha	Non-Promoter- Public Category	N.A.
28.	Deepika Ladha	Non-Promoter- Public Category	N.A.
29.	Ashok Kumar Dhariwal	Non-Promoter- Public Category	N.A.
30.	Anandraj Magraj Jain	Non-Promoter- Public Category	N.A.
31.	Ishleen kaur Panesar	Non-Promoter- Public Category	N.A.
32.	Rajesh Bansal	Non-Promoter- Public Category	N.A.

m) **Percentage of Post issue Preferential Issue Capital and the current & proposed status of the allottee(s) post the preferential issues:**

Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of Shares			Number	% of Shares
1.	MGO High Conviction Fund Incorporated VCC Sub-Fund	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	42,00,000	42,00,000	2.88%
2.	Vinod Kumar Jaria	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	16,00,000	16,00,000	1.09%
3.	Manka Khatri	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	14,00,000	14,00,000	0.96%
4.	Apex Ventures	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	10,40,000	10,40,000	0.71%

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Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of Shares			Number	% of Shares
5.	Kesarisut Enterprises Private Limited	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	2,00,000	2,00,000	0.13%
6.	VASM Consultants Private Limited	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	5,60,000	5,60,000	0.38%
7.	PMC Fincorp Limited	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	31,00,000	31,00,000	2.13%
8.	Vikas Kapoor HUF	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	50,000	50,000	0.03%
9.	Sahil Arora	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	2,00,000	2,00,000	0.13%
10.	Vineet Narayan Agarwal	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	5,00,000	5,00,000	0.34%
11.	Navin Kumar Gupta	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	20,00,000	20,00,000	1.37%
12.	Ruchi Gupta	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	10,00,000	10,00,000	0.68%
13.	Lata Kabra	Non-Promoter-Public Category	Non-Promoter-Public Category	12,418	0.00%	0	3,00,000	3,12,418	0.21%
14.	Namita Kedia	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	10,00,000	10,00,000	0.69%
15.	Trapti Goyal	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07%

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Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of Shares			Number	% of Shares
16.	Rohit Gupta	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	5,00,000	5,00,000	0.34%
17.	Manishkumar Prayagchand Agarwal	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	50,000	50,000	0.03%
18.	Richa Sachdeva	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	5,00,000	5,00,000	0.34%
19.	Anuja Bissa	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07%
20.	Kavita Shivkant Chavan	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	50,000	50,000	0.03%
21.	Ranjana soni	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07
22.	Champalal soni	Non-Promoter-Public Category	Non-Promoter-Public Category	2,40,000	0.19%	0	5,00,000	7,40,000	0.51%
23.	Manisha soni	Non-Promoter-Public Category	Non-Promoter-Public Category	133200	0.11%	0	5,00,000	6,33,200	0.43%
24.	Sahaj Deep Kheda	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07%
25.	Parvindra Kaur	Non-Promoter-Public Category	Non-Promoter-Public Category	11	0	0	1,00,000	1,00,011	0.07%
26.	Chinmay	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	2,00,000	2,00,000	0.13%

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Sr. No	Name of the Proposed Allottees	Category / Current Status	Category / Proposed Status	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	No. of warrants to be allotted	Post-issue Shareholding Structure (Assuming full conversion of warrants)	
				Number	% of Shares			Number	% of Shares
27.	Deepak Ladha	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	2,00,000	2,00,000	0.13%
28.	Deepika Ladha	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	2,00,000	2,00,000	0.13%
29.	Ashok Kumar Dhariwal	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07%
30.	Anandraj Magraj Jain	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	1,00,000	1,00,000	0.07%
31.	Ishleen kaur Panesar	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	60,000	60,000	0.04%
32.	Rajesh Bansal	Non-Promoter-Public Category	Non-Promoter-Public Category	0	0	0	5,00,000	5,00,000	0.34%

n) **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an Annexure 1 forming part of this Notice.

o) **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue an allotment of Convertible warrant as well upon conversion into the Equity Shares of such warrants.

p) **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** During the year, the Company has not made any allotment of Securities.

q) **Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** NA

r) **Lock in restrictions:** The Warrants allotted upon conversion of Warrants shall be locked-in for such period as may be specified under the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of all the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment as per the SEBI ICDR Regulations.

s) **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Annual General Meeting of the Company. The Certificate is also available on the Company's website at https://www.vprp.co.in/

t) **Undertaking to re-compute the price:** The Company hereby undertakes that it shall recompute the price of the convertible warrants specified above in terms of the provisions of the SEBI ICDR Regulations, 2018 where it is required to do so.

u) **Undertaking to put under Lock-in till the recomputed price is paid:** The Company hereby undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the specified securities shall

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continue to be locked- in till the time such amount is paid by the allottees.

v) **Undertaking:** In accordance with SEBI ICDR Regulations 2018;

i. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;

ii. All the Equity Shares and warrants held by the proposed allottees in the Company are in dematerialized form only;

iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee.

iv. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations.

v. The proposed allottees of Warrants has not sold or transferred any Equity Shares during 90 trading days prior to the relevant date.

vi. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

w) **Disclosure pertaining to wilful defaulters or a fraudulent Borrower or fugitive economic offender:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower or fugitive economic offender.

x) **Principal terms of assets charged as securities:** Not Applicable

y) **Listing:** The Warrants proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed subject to the receipt of necessary regulatory permissions and approvals as the case may be.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 11 for the approval of the members.

Promoter and Promoter Group and their relatives forming part of the Promoter Group of the Company have got an interest in this resolution to the extent of the equity shares that may be subscribed to by and allotted to the Promoter. Except the above, none of the existing Directors and Key Managerial Personnel and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

By Order of the Board of Directors
For Vishnu Prakash R Punglia Limited

Sd/-
Monica Purohit
Company Secretary
(M. No. – A37179)

Date: September 05, 2026
Place: Jodhpur

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ANNEXURE "A" TO THE EXPLANATORY STATEMENT

INFORMATION PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013:

A. **Disclosure in terms of Section 197 read with Schedule V to the Companies Act, 2013, and other applicable provisions and Rules thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the case may be:**

I. **General Information:**

1. **Nature of industry:** Infrastructure

2. **Date or expected date of commencement of commercial production:** Existing Company. Date of Incorporation:13-05-2013

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Financial and Operating performance based on given indicators: The Financial and Operating performance of the Company during the 3 (three) preceding financial years is as under:**

(₹ in Mn)

Particulars	2025-26	2024-25	2023-24
Total Revenue	8613.95	12,461.98	14,826.46
Total Expense	10286.91	11656.74	13181.28
Profit/Loss After Tax	(1772.6)	585.96	1,221.85
Final Dividend per share (in ₹)	-	-	-
Total Dividend for FY	-	-	-
Operating Performance (Operating Margin)	-9.65%	12.56%	14.24%

5. **Foreign investments or collaborations, if any:** The Company is listed on the BSE Limited and National Stock Exchange of India Limited.

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II. INFORMATION ABOUT THE Director :

Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration (` in millions)	Remuneration proposed (` in millions)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.
Vishnu Prakash Punglia	Vishnu Prakash Punglia is the Chairman and Whole-time Director of our Company. He has been associated with our Company since its inception. He has an experience of more than thirty-eight (38) years in the construction and EPC business and is instrumental in making strategic decisions of our Company. He aspires to help the nation in building world-class infrastructure. His interpersonal skills, liaisoning skills with various Government departments and network have acted as a catalyst in the growth of our Company. Currently, he is a director in Vishnu Prakash R Punglia Construction Limited, our Group company and partner in M/s Vishnu Prakash R Punglia Agro Food.	10.56	10.56	The proposed remuneration is commensurate with the size and operations of the Company and is considered reasonable having regard to the prevailing remuneration levels in the infrastructure and construction industry, the responsibilities of the position, and the qualifications, experience, expertise and contribution of Mr. Vishnu Prakash Punglia	Father of Mr. Ajay Pungalia (Whole Time Director)

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Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration (` in millions)	Remuneration proposed (` in millions)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.
Sanjay Kumar Punglia	Sanjay Kumar Punglia is the Chief Executive Officer and Whole-time Director of our Company. He has been associated with our Company since its inception. Sanjay Ku mar Punglia holds a Bachelor of Technology Degree in Civil (Lateral Entry) Engineering from Janardan Rai Nagar Rajasthan Vidyapeeth University, Rajasthan and a Master of Technology (Civil Engineering) Degree from the Himalayan University, Arunachal Pradesh. He has an experience of over eighteen (18) years in the EPC business. He leads the in-house design team, is actively involved in continuous value engineering using the latest specifications and methodologies and takes care of the procurement function. He is also responsible for the bidding process as regards new projects in our Company. He is also director in Vishnu Prakash R Punglia Construction Limited, our Group Company.	8.58	8.58	The proposed remuneration is commensurate with the size and operations of the Company and is considered reasonable having regard to the prevailing remuneration levels in the infrastructure and construction industry, the responsibilities of the position, and the qualifications, experience, expertise and contribution of Mr. Sanjay Kumar Punglia	Brother of Mr. Manohar Lal Punglia (Managing Director) & Mr. Kamal Kishor Pungalia (Whole time Director)

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Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration (` in millions)	Remuneration proposed (` in millions)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.
Kamal Kishor Pungalia	Kamal Kishore Pungalia is a Whole-time Director of our Company and has been associated with our Company since its inception. He holds a Technician Engineers Membership (equivalent to Diploma in Civil Engineering) of the Institution of Civil Engineers (India). He has an experience of over twentyone (21) years in undertaking water supply turnkey projects and projects relating to the Central Government like, Railways & MES, etc. He has played an active role in diversifying the business of our Company into multiple construction segments like railways and roads, apart from water supply projects. He has been instrumental in enhancing in-house capabilities of our Company by setting up a soil testing lab which is approved by National Accreditation Board for Testing and Calibration Laboratories (NABL) along with various other facilities. He takes care of human resource and administrative functions. He is also a director in Vishnu Prakash R Punglia Construction Limited, our Group Company, partner in M/s Vishnu Prakash R Punglia Agro Food and proprietor of VPRP Art. He was awarded the Indian Icon award during the year 2021-22 by National Human Rights Organization, New Delhi.	8.58	8. 58	The proposed remuneration is commensurate with the size and operations of the Company and is considered reasonable having regard to the prevailing remuneration levels in the infrastructure and construction industry, the responsibilities of the position, and the qualifications, experience, expertise and contribution of Mr. Kamal Kishor Pungalia	Brother of Mr. Manohar Lal Punglia (Managing Director) & Mr. Sanjay Kumar Punglia (CEO & Whole time Director)

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Name	Background details, Recognition or awards, Job profile and his suitability	Past remuneration (` in millions)	Remuneration proposed (` in millions)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.
Ajay Pungalia	Ajay Pungalia is a Whole-time Director of our Company. He has experience of over eighteen (18) years in the EPC business. He is actively involved in business development of our Company and oversees the core finance function. He is also responsible for the management of capital assets and oversees the Information Technology department. He is also a director in Vishnu Prakash R Punglia Construction Limited, our Group Company and partner in M/s Vishnu Prakash R Punglia Agro Food.	8.58	8. 58	The proposed remuneration is commensurate with the size and operations of the Company and is considered reasonable having regard to the prevailing remuneration levels in the infrastructure and construction industry, the responsibilities of the position, and the qualifications, experience, expertise and contribution of Mr. Ajay Pungalia	Son of Mr. Vishnu Prakash Punglia (Chairman & Whole Time Director)

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Details of Past and Proposed Remuneration

a. Details of the Past Remuneration:

(₹ in Mn)

Name of Director	FY 2025-26				FY 2024-25			
	Fixed Pay	Perquisites	Commission /PLI	Total	Fixed Pay	Perquisites	Commission /PLI	Total
Vishnu Prakash Punglia	10.56	-	-	10.56	10.56	-	-	10.56
Manohar Lal Punglia	10.56	-	-	10.56	10.56	-	-	10.56
Sanjay Kumar Punglia	8.58	-	-	8.58	8.58	-	-	8.58
Kamal Kishor Pungalia	8.58	-	-	8.58	8.58	-	-	8.58
Ajay Pungalia	8.58	-	-	8.58	8.58	-	-	8.58

b. Details of the Proposed Remuneration: There is no change in the Proposed Remuneration.

III. Other information:

1. Reasons of loss or inadequate profits: As work certification and payment releases from government departments slowed across the Company's principal markets. The Company recorded a loss for the year.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: The Company maintains a substantial order book and an intact execution platform, which are expected to support recovery as certification backlogs clear.

IV. Disclosures: The information and disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration to Directors".

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ANNEXURE TO THE EXPLANATORY STATEMENT

Details of Director seeking appointment/re-appointment in forthcoming Annual General Meeting

Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI)

Item No. 2 & 3

Name of Director (s)	Mr. Sanjay Kumar Punglia	Mr. Ajay Pungalia
DIN	02162102	02162190
Age (Years)	46 Years	41 Years
Qualifications	Master of Technology Degree in Civil Engineering, Bachelor of Technology Degree in Civil (Lateral Entry) Engineering,	B.com 1st Year
Experience/ Brief Resume/ Expertise in specific functional areas	Sanjay Kumar Punglia is the Chief Executive Officer and Whole-time Director of our Company. He has been associated with our Company since its inception and has been a Director on the Board since incorporation. He holds a Bachelor of Technology Degree in Civil (Lateral Entry) Engineering from Janardan Rai Nagar Rajasthan Vidyapeeth University, Rajasthan and a Master of Technology Degree in Civil Engineering from Himalayan University, Arunachal Pradesh. He has over eighteen (18) years of experience in the EPC business, particularly in the water supply and infrastructure sectors. He is responsible for overseeing the overall operations of the Company, including the in-house design function, procurement and bidding activities. He is actively involved in continuous value engineering through the adoption of the latest specifications, technologies and methodologies. He also plays a key role in identifying and evaluating new project opportunities and is responsible for the bidding process for new projects of the Company. He has rich experience in the construction and EPC business and is also a Director in Vishnu Prakash R Punglia Construction Limited, our Group Company.	He has experience of over 18 years in the Water supply turnkey projects. He has been a Director on Board since incorporation of our Company and is responsible for all financial management activities of the company. He is having Rich Experience in the area of Construction business.
Date of First Appointment on the Board	24-06-2023	24-06-2023
Shareholding in the Company as on March 31, 2026	53,49,883	66,50,000
Terms and Conditions of Re-Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of Remuneration last drawn (FY 2025-26)	INR 8.58 million	INR 8.58 million
Details of remuneration sought to be paid (FY 2026-27)	INR 8.58 million	INR 8.58 million

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Relationship with other Director/ Key Managerial Personnel	Brother of Mr. Manohar Lal Punglia & Mr. Kamal Kishor Pungalia	Son of Mr. Vishnu Prakash Punglia
Number of meetings of the Board attended during the financial year 2025-26	05 out of 05	05 out of 05
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	-	Chairman & member of Corporate Social Responsibility Committee
Directorship of other Board as on March 31, 2026 excluding Directorship in Private and Section 8 Companies. [along with listed entities from which the person has resigned in the past three years];	Vishnu Prakash R Punglia Construction Limited	Vishnu Prakash R Punglia Construction Limited
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of other companies as on March 31, 2026 excluding Directorship in Private and Section 8 Companies [along with listed entities from which the person has resigned in the past three years];	NIL	NIL

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1. Name of Listed Entity:Vishnu Prakash R Punglia Limited
2. Scrip Code/Name of Scrip/Class of Security: VPRPL
3. Share Holding Pattern Filed under: 31b
4. Share Holding Pattern as on : 30-Jun-2026
5. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

S. No.	Particulars	Yes/No	
1	Whether the Listed Entity has issued any partly paid up shares?	No	
2	Whether the Listed Entity has issued any Convertible Securities?	No	
3	Whether the Listed Entity has issued any Warrants?	No	
4	Whether Listed Entity has granted any ESOPs, which are outstanding?	No	
5	Whether the Listed Entity has any shares against which depository receipts are issued?	No	
6	Whether the Listed Entity has any shares in locked-in?	No	
7	Whether any shares held by promoters are encumbered under Pledged?	Yes	Promoter and Promoter Group
8	Whether any shares held by promoters are encumbered under Non-Disposal Undertaking?	No	
9	Whether any shares held by promoters are encumbered, other than by way of Pledge or NDU, if any?	No	
10	Whether company has equity shares with differential voting rights?	No	
11	Whether the listed entity has any significant beneficial owner?	No	

ANNEXURE-I

Table III - Statement showing shareholding pattern of the Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareh older (III)	No. of fully paid up equity share s held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Sharehol ding % calculate d as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholdin g , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)	Sub-categorization of shares		
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total share s held (Not applic able) (b)		Shareholding (No. of shares) under		
									Class X	Class Y	Total									Sub-Category I	Sub-Category II	Sub-Category III
1	Institutions (Domestic)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
a	Mutual Funds		1	5087689	0	0	5087689	4.08	5087689	0	5087689	4.08	0	4.08	0	0			5087689			
	Quant Mutual Fund - Quant Small Cap Fund	AAATE0120D	1	5087689	0	0	5087689	4.08	5087689	0	5087689	4.08	0	4.08	0	0			5087689			
b	Venture Capital Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
c	Alternate Investment Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
d	Banks		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
e	Insurance Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
f	Provident Funds/ Pension Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
g	Asset reconstruction companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
h	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
i	NBFCs registered with RBI		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
j	Other Financial Institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
k	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
	Sub-Total (B)(1)		1	5087689	0	0	5087689	4.08	5087689	0	5087689	4.08	0	4.08	0	0			5087689			
2	Institutions (Foreign)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
a	Foreign Direct Investment		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
b	Foreign Venture Capital Investors		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholder (III)	No. of fully paid up equity share s held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	Sub-categorization of shares		
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total share s held (Not applicable) (b)		Shareholding (No. of shares) under		
									Class X	Class Y	Total									Sub-Category I	Sub-Category II	Sub-Category III
c	Sovereign Wealth Funds		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
d	Foreign Portfolio Investors Category I		2	9732	0	0	9732	0.01	9732	0	9732	0.01	0	0.01	0	0			9732			
e	Foreign Portfolio Investors Category II		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
f	Overseas Depositories (holding DRs) (balancing figure)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
g	Any Other (specify)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
	Sub-Total (B)(2)		2	9732	0	0	9732	0.01	9732	0	9732	0.01	0	0.01	0	0			9732			
3	Central Government / State Government(s)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
a	Central Government / President of India		2	300006	0	0	300006	0.24	300006	0	300006	0.24	0	0.24	0	0			300006			
b	State Government / Governor		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
c	Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
	Sub-Total (B)(3)		2	300006	0	0	300006	0.24	300006	0	300006	0.24	0	0.24	0	0			300006			
4	Non-institutions		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
a	Associate companies / Subsidiaries		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			

	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareholder (III)	No. of fully paid up equity share s held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	Sub-categorization of shares		
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total share s held (Not applicable) (b)		Shareholding (No. of shares) under		
									Class X	Class Y	Total									Sub-Category I	Sub-Category II	Sub-Category III
b	Directors and their relatives (excluding independent directors and nominee directors)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
c	Key Managerial Personnel		1	2292	0	0	2292	0	2292	0	2292	0	0	0	0	0			2292			
d	Relatives of promoters (other than "Immediate Relatives" of promoters disclosed under "Promoter and Promoter Group" category)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
e	Trusts where any person belonging to "Promoter and Promoter Group" category is "trustee", "beneficiary", or "author of the trust"		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
f	Investor Education and Protection Fund (IEPF)		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
g	Resident Individuals holding nominal share capital up to Rs. 2 lakhs		117922	48261148	0	0	48261148	38.72	48261148	0	48261148	38.72	0	38.72	0	0			48261147			
h	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs		229	12686247	0	0	12686247	10.18	12686247	0	12686247	10.18	0	10.18	0	0			12686247			

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	Category & Name of the Shareholders (I)	PAN (II)	Nos. of shareh older (III)	No. of fully paid up equity share s held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held VII = IV+V+VI	Sharehol ding % calculate d as per SCRR, 1957 As a % of (A+B+C2) VIII	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholdin g , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerializ ed form (XIV)	Sub-categorization of shares		
									No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Shares held (b)	No. (Not applicable) (a)	As a % of total share s held (Not applic able) (b)		Shareholding (No. of shares) under		
									Class X	Class Y	Total									Sub-Category I	Sub-Category II	Sub-Category III
i	Non Resident Indians (NRIs)		996	1216472	0	0	1216472	0.98	1216472	0	1216472	0.98	0	0.98	0	0			1216472			
j	Foreign Nationals		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
k	Foreign Companies		0	0	0	0	0	0	0	0	0	0	0	0	0	0			0			
l	Bodies Corporate		254	6082254	0	0	6082254	4.88	6082254	0	6082254	4.88	0	4.88	0	0			6082254			
	Sidhpur Commodities Private Limited	AAGCS2268D	1	2553491	0	0	2553491	2.05	2553491	0	2553491	2.05	0	2.05	0	0			2553491			
m	Any Other (specify)		2351	3598884	0	0	3598884	2.89	3598884	0	3598884	2.89	0	2.89	0	0			3598884			
	Clearing Members		23	268778	0	0	268778	0.22	268778	0	268778	0.22	0	0.22	0	0			268778			
	HUF		2284	2891904	0	0	2891904	2.32	2891904	0	2891904	2.32	0	2.32	0	0			2891904			
	LLP		43	434990	0	0	434990	0.35	434990	0	434990	0.35	0	0.35	0	0			434990			
	Trusts		1	3212	0	0	3212	0	3212	0	3212	0	0	0	0	0			3212			
	Sub-Total (B)(4)		121753	71847297	0	0	71847297	57.64	71847297	0	71847297	57.64	0	57.64	0	0			71847296			
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)		**121758**	**77244724**	**0**	**0**	**77244724**	**61.97**	**77244724**	**0**	**77244724**	**61.97**	**0**	**61.97**	**0**	**0**			**77244723**			

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total no. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV) (Not Applicable)
									No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (Not applicable) (Not Applicable)	As a % of total share s held (Not applicable)	
									Class X	Class Y	Total								
1	Custodian/DR Holder		0	0	0	0	0		0	0	0	0	0		0	0	0	0	0
2	Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021		0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)		0	0	0	0	0		0	0	0	0	0		0	0	0	0	0

Table V - Statement showing shareholding pattern of the Significant Beneficiary Owner (SBO)

Name	PAN	Passport No. in case of a foreign national	Nationality	Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*					Date of creation / acquisition of significant beneficial interest
				Shares	Voting rights	Rights on distributable dividend or any other distribution	Exercise of control	Exercise of significant influence	

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Table VI - Statement showing foreign ownership limits

	Particular	Approved Limits (%)	Utilized Limit (%)

Table II- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of share held

Table III- Unclaim Details

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.	
No. of shareholders	No of share held

Table III- Person in Concert

Details of the shareholders acting as persons in Concert including their Shareholding			
Name of shareholder	Name of PAC	No. of share	Holding %