



NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Virat Industries Limited will be held on **Saturday, October 19, 2024** at **12.30 P.M** through Video Conference/Other Audio-Visual Means ('VC'), to transact the following businesses.

SPECIAL BUSINESS

1. INCREASE IN AUTHORISED SHARE CAPITAL:

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 Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to all other necessary approval(s), permission(s), consent(s) and sanction(s), if required, of concerned statutory, regulatory and other appropriate authorities; and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), permission(s), consent(s) and sanction(s), the consent of the members of the Company be and is hereby accorded for increasing the Authorized Share Capital of the Company from existing Rs. 5,00,00,000 (Rupees Five crores only) divided into 50,00,000 (fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of having face value of Rs.10/- (Rupees Ten Only).

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

2. ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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

"RESOLVED THAT pursuant to Sections 23(1)(b), 62, read with section 42 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR



Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”) the listing agreements entered into by the Company with the BSE Limited (BSE) (“Stock Exchange”) on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees ten only) each (“Equity Shares”) are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/ or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and subject to all other necessary approval(s), permission(s), consent(s) and sanction(s), if required, of concerned statutory, regulatory and other appropriate authorities; and subject to such conditions and modifications as may be prescribed by any of them while granting such approval(s), permission(s), consent(s) and sanction(s), consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create, offer, issue and allot on a preferential basis, from time to time, in one or more tranches, upto 95,99,999 Equity shares having Face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 104/- each (having premium of 94/- each) to the Proposed Allottee as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board and stock exchanges at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws.

Sr No.	Name of proposed Allottee	No of shares	Category
1.	Mr. Bhavook Chandraprakash Tripathi	95,99,999	Currently – non-promoter Post Open offer – Promoter

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the “Relevant Date” for determination of the floor price of the Equity shares to be issued in terms hereof, shall be, September 19, 2024 being the date 30 (Thirty) days prior to the meeting of members of the Company.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Allottee in the preferential issue shall be listed on the BSE where the existing Equity Shares are listed.

RESOLVED FURTHER THAT the Board is authorized to accept any modification(s) in the terms of issue of equity shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- i. The Equity Shares to be issued and allotted in the manner aforesaid shall rank pari passu with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.



- ii. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- iii. Allotment shall only be made in dematerialized form.
- iv. The offer, issue and allotment of the Equity shares shall be in accordance with Chapter V of the SEBI ICDR Regulations including but not limited to pricing and lock-in;
- v. The price determined above and the number of Equity Shares to be allotted shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- vi. The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above;
- vii. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares as appropriate and utilization of proceeds of the preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

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



RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc.”

By Order of the Board of Directors
For, Virat Industries Limited

Himanshu Zinzuwadia
Company Secretary
ACS 73269

Registered Office:
A-1/2, GIDC Industrial
Estate, Kabilpore, Navsari
396 424, Gujarat
Place: Navsari
Date: September 24, 2024

**NOTES:**

A. 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, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the AGM/EGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the EGM of the Company is being held through VC /OAVM.

The deemed venue for the EGM shall be the registered office of the Company.

- B.** The Explanatory Statement pursuant to Section 102(1) of the Companies Act setting out the material facts relating to the special businesses to be transacted at the EGM is annexed hereto.
- C.** Since the EGM 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 EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM, participate thereat, and cast their votes on e-Voting.
- D.** Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution shall be sent to the Company by email through its registered email address to factory@viratindustries.com.
- E.** The notice of EGM, is available on the website of the Company at www.viratindustries.com, on the website of the Stock Exchange-www.bseindia.com. The EGM Notice is also disseminated on the website of Link Intime India Private Limited (agency for providing the Remote e-Voting facility and e-Voting system during the EGM) i.e., <https://instavote.linkintime.co.in/>
- F.** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by Link Intime India Private Limited.
- G.** Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
- H.** Members attending the EGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the EGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the EGM but cannot vote during the EGM.
- I.** The Register of Members and the Share Transfer Books will be closed from Saturday, 12th October 2024 to Friday, 18th October 2024 (including both dates) for the purpose of Extra-Ordinary General Meeting.
- J.** SEBI has mandated the submission of Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to Link Intime India Private Limited.



- K.** Members are informed that the facility of dematerialization of shares of the Company is available and members are advised to go for that by approaching concerned DPs. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforth it will not be possible to transfer shares held in physical mode.
- L.** Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent- Link Intime India Private Limited C 101, 247 Park, L. B. S. Marg, Vikhroli, West, Mumbai 400083; Tel No. 022 49186000, E-mail Address: rnt.helpdesk@linkintime.co.in. Members holding shares in dematerialized form should address all the correspondence to their respective Depository Participants (DPs).
- M.** Members who wish to claim dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s Link Intime India Private Limited on above mention address. Members are requested to note that dividends not encashed/claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.
- N. Process of Registration of email ID and Bank Account details:**

1. In the case of Shares held in Physical mode:

Kindly login to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details, upload the required documents and submit.

2. In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

O. E-voting

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the Extra-Ordinary General Meeting (EGM) on the items mentioned in the notice by electronic means through e-voting Services provided by Link Intime India Pvt. Ltd. **The remote e-voting shall be open on October 16, 2024 from 9.00 AM to October 18, 2024 to 5.00 PM.**
- The Board of Directors of the Company has appointed M/s. Vishal Dewang & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-Voting process and voting through the electronic voting system at the EGM in a fair and transparent manner.
- E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **October 11, 2024** being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, can cast their vote electronically.
- The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website.

The instructions for members for voting electronically are as under:-

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat



mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>METHOD 1 - If registered with NSDL IDeAS facility</p> <p>Users who have registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. b) Enter user id and password. Post successful authentication, click on “Access to e-voting”. c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p style="text-align: center;">OR</p> <p>User not registered for IDeAS facility:</p> <ol style="list-style-type: none"> 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) Proceed with updating the required fields. c) Post registration, user will be provided with Login ID and password. d) After successful login, click on “Access to e-voting”. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> 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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com b) Click on New System Myeasi c) Login with user id and password d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>OR Users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration b) Proceed with updating the required fields. c) Post registration, user will be provided Login ID and password. d) After successful login, user able to see e-voting menu. e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> a) Visit URL: https://www.cdslindia.com/ b) Go to e-voting tab. c) Enter 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) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>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.</p> <ul style="list-style-type: none"> • Login to DP website • After Successful login, members shall navigate through “e-voting” tab under Stocks option. • Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. • After successful authentication, click on “LINKINTIME” or “evoting
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	<p>link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Visit URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ul style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. B. 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. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i> <i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i></p> <ul style="list-style-type: none"> ▶ 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). ▶ Click “confirm” (Your password is now generated). 3. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.



Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. 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.

Guidelines for Institutional shareholders:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/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) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:



METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) 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).

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>



- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
 - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.
 - **User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company**
 - **User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID**
 - **User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.**

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".
 - In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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 Physical mode have forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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".

❖ **Process and manner for attending the Extra-Ordinary General Meeting through InstaMeet:**

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>



❖ **Instructions for Shareholders/ Members to Speak during the Extra-Ordinary General Meeting through InstaMeet:**

Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

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

C. Mobile No.: Enter your mobile number.

1. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Friday, October 11, 2024 mentioning their name, demat account number/folio number, e-mail ID, mobile number at factory@viratindustries.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

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

❖ **Instructions for Shareholders/ Members to Vote during the Extra-Ordinary General Meeting through InstaMeet:**

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

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. 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 and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. 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’.



5. 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.
6. 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 Extra-Ordinary 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 Extra-Ordinary General Meeting will be eligible to attend/ participate in the Extra-Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

❖ **General Instructions:**

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.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

By order of Board of Directors

Himanshu Zinzuwadia
Company Secretary
Membership No: ACS 73269

Registered Office:
A-1/2, GIDC Industrial Estate,
Kabilpore, Navsari 396 424, Gujarat

Place: Navsari
Date: September 24, 2024

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice.

Business No. 1

The present Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five crores Only) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on September 24, 2024 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 5,00,00,000/- (Rupees Five crores Only) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One crore fifty lakhs only) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 5,00,00,000/- (Rupees Five crores Only) divided into 50,00,000 (Fifty lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs Only) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item No. 1 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 1 of the Notice except to the extent of their shareholding.

Business No. 2

The Special Resolution contained in Item No. 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 95,99,999 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 104/- each, aggregating up to Rs. 99,83,99,896 (Rupees Ninety-Nine Crores Eighty Three Lakhs Ninety Nine Thousand Eight Hundred and Ninety Six only).

The preferential allotment represents 66.10% of the Company's enhanced equity shares capital post the issue and would result in a controlling stake of the Company being acquired by Bhavook Chandraprakash Tripathi. Based on current shareholding, post issuance, Bhavook Chandraprakash Tripathi (along with its affiliate viz. Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited) would hold 74.55% in the company and the existing promoters would hold 9.22%.



Following the preferential issue, Bhavook Chandraprakash Tripathi, Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited would be classified as “Promoter” of the Company. The company shall be renamed under the new name “Brahm Corporation Limited”, subject to regulatory approvals. **The salient features of the Terms of Agreement:**

1. Bhavook Chandraprakash Tripathi shall have right to appoint Chairman and directors of the Company on completion of the proposed transaction and intends to nominate (1) Mr. Praveen Chandra Mathur; (2) Mr. Chandraprakash Tripathi; (3) Mrs. Santosh Tripathi; (4) Mr. Manoj Bakshi; and (5) Mr. Vipin Saxena as the directors of the Company pursuant to the provisions of the Companies and rules framed thereunder and applicable regulations of SEBI Listing Regulations.
2. All independent directors and Managing Director (MD), Mr. Adi F. Madan shall continue. Further, Mrs. Ayesha K. Dadyburjor & Mr. Kaizad R. Dadyburjor shall resign.
3. The transaction is subject to statutory approvals and approval by the shareholders at general meeting and an open offer would also be undertaken by the acquirer as per as per the SEBI (Substantial Acquisition of Shares and takeovers) Regulations, 2011 (“SEBI SAST Regulations”) with the obligation to purchase the shares in the open offer. As per the Terms of Agreement, the parties have agreed that Mr. Bhavook Chandraprakash Tripathi shall be acquiring the shares that are tendered in the open offer.

The Board in their meeting held on September 24, 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 95,99,999 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 104 /- (Rupees One hundred and four only) per Equity Share to Non – Promoter of the Company and post completion of open offer under SEBI SAST Regulations they will be classified as promoter(s) of the Company in such form and manner and in accordance with the provisions of SEBI ICDR Regulations.

As per Companies Act, 2013 and Rules made there under (the ‘Act’), and in accordance with the provisions of the SEBI ICDR Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI ICDR Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board, therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the preferential allotment

The Company proposes to raise funds through a preferential issue of Equity Shares as mentioned in Resolution No. 2. The funds will be used for diversification and expansion of existing business, acquisition of business / entities for inorganic growth, brand building, the working capital needs, future funding requirements and general corporate purposes. The Company will also be able to achieve its long-term goals with the funds raised.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on September 24, 2024 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 95,99,999 Equity Shares, fully paid-up, at the price of Rs. 104/- per Equity Share (face value of Rs.10/ each), on a preferential



basis to the Proposed Allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

Since the proposed Preferential issue has triggered the obligation to make an open offer for shares of the Company by the Proposed Allottee. Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days. However, in accordance with Regulation 170 (3) of SEBI ICDR Regulations, 2018, since the proposed preferential allotment attracted obligation to make an open offer under SEBI SAST Regulations, and if offer made under sub-regulation (1) of regulation 20 of the SEBI SAST Regulations fifteen days shall be considered from the expiry of the period specified in sub-regulation (1) of regulation 20 or date of receipt of all statutory approvals required for the completion of an open offer under the SEBI SAST Regulations or if an offer is made under sub-regulation (1) of regulation 20 of the SEBI SAST Regulations, the period of fifteen days shall be counted from the expiry of the offer period as defined in the SEBI SAST Regulations.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

None of the existing promoters, directors or key managerial personnel of the Company intends to subscribe to any of Equity Shares proposed to be issued.

The Board of Directors of the Company have approved the preferential allotment to following Proposed Allottee, i.e. Bhavook Chandraprakash Tripathi, who presently do not belong to promoter & promoter group, However, pursuant to the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Post completion of the Open Offer, Bhavook Chandraprakash Tripathi, Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited would be classified in the Promoter Category of the Company.

e) The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

<u>Sr No</u>	<u>Proposed Allottee</u>	<u>Current Status</u>	<u>Proposed status post preferential issue*</u>
1	Bhavook Chandraprakash Tripathi	Non-promoter	Promoter

Note - Pursuant to the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of SEBI SAST Regulations. Post completion of the Open Offer, Bhavook Chandraprakash Tripathi, Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited would be classified in the Promoter Category of the Company.

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, Relevant Date for determining the minimum issue price for the Preferential Allotment of the



Equity Shares is September 19, 2024, being the date 30 days prior to the date of this Extra Ordinary General Meeting.

g) Pending preferential issue:

Presently there has been no preferential issue pending or in process except as proposed in this Notice.

h) Basis on which the price has been arrived and Valuation Report:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of SEBI ICDR Regulations.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

As per the provisions of SEBI ICDR Regulations, the Equity Shares will be issued at a price of Rs. 104/- (Rupees One hundred and four only) per Equity Share [including a premium of Rs. 94/- (Rupees Ninety-Four Only)] which is not less than the price as determined by the registered valuer].

As the proposed allotment is of more than five per cent of the post issue fully diluted share capital of the Company to the Proposed Allottees and would result in change in control, a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of SEBI ICDR Regulations.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.viratindustries.com/assets/Notice/valuationreport.pdf>

i) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control Proposed Allottee(s) of Equity Shares.

Sr No.	Name of the Proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control Proposed Allottee(s) of Equity Shares
1.	Bhavook Chandraprakash Tripathi	Not Applicable

i. Shareholding Pattern before and after the preferential issue:

Sr No.	Category	Pre issue		Post issue	
		No. of Shares	Percent age (%) of Holding	No. of Shares	Percenta ge (%) of Holding
1.	Indian				
(a)	Individuals/ Hindu Undivided Family	5,64,934	11.47	5,64,934	3.89
(b)	Bodies corporate	7,74,202	15.73	7,74,202	5.33



(c)	Financial Institution/ Banks	-	-	-	-
(d)	Any Others (Specify)	-	-	-	-
	Sub Total(A)(1)	13,39,136	27.20	13,39,136	9.22
2.	Foreign				
(a)	Individuals (Non-Residents Individuals/	-	-	-	-
(b)	Foreign Individuals)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Institutions	-	-	-	-
	Sub Total(A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	13,39,136	27.20	13,39,136	9.22
(B)	Public shareholding				
1	Institutions	-	-	-	-
(a)	Mutual Funds/ UTI	-	-	-	-
(b)	Foreign Portfolio Investors Category II	25,000	0.51	25,000	0.17
(c)	Any Other (specify)	-	-	-	-
	Sub Total(B)(1)	25,000	0.51	25,000	0.17
2.	Non-institutions				
(a)	Bodies Corporate	15,83,293	32.16	15,83,293	10.90
(b)	Individuals	15,72,815	31.95	1,11,72,814	76.93
(c)	Investor Education and Protection Fund (IEPF)	1,80,240	3.66	1,80,240	1.24
(d)	Escrow Account	200	0.00	200	0.00
(e)	Body Corp-Ltd Liability Partnership	1,65,153	3.35	1,65,153	1.14
(f)	Hindu Undivided Family	57,503	1.17	57,503	0.40
(g)	Any other (specify)	-	-	-	-
	Sub Total(B)(2)	35,59,204	72.29	1,31,59,203	90.61
	Total Public Shareholding (B)= (B)(1)+(B)(2)	35,84,204	72.80	1,31,84,203	90.78
	TOTAL (A)+(B)	49,23,340	100.00	1,45,23,339	100.00
	GRAND TOTAL (A)+(B)	49,23,340	100.00	1,45,23,339	100.00

Note:

- i. Bhavook Chandraprakash Tripathi have acquired shares through preferential allotment and control of the Company. Post completion of open offer Bhavook Chandraprakash Tripathi, Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited who have been shown as non-promoter under the proposed preferential issue, will become the Promoters of the Company and existing promoter and promoter group will be reclassified into public category.
- ii. Accordingly, the revised post preferential shareholding pattern after completion of open offer process (including pre issue equity shares, equity shares to be acquired through preferential issue but excluding open offer Equity shares) will be as under:

Sr No.	Category	Post issue	
		No. of Shares	Percentage (%) of Holding
(A)	Shareholding of Promoter and Promoter Group		
1.	Indian		



(a)	Individuals/ Undivided Family	Hindu	95,99,999	66.10
(b)	Bodies corporate		12,27,250	8.45
(c)	Financial Institution/ Banks		-	
(d)	Any Others (Specify)		-	
	Sub Total(A)(1)		1,08,27,249	74.55
2.	Foreign			
(a)	Individuals (Non-Residents Individuals/		-	
(b)	Foreign Individuals)		-	
(c)	Bodies Corporate		-	
(d)	Institutions		-	
	Sub Total(A)(2)		-	
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		1,08,37,249	74.55
(B)	Public shareholding			
1	Institutions			
(a)	Mutual Funds/ UTI		-	
(b)	Foreign Portfolio Investors Category II		25,000	0.17
(c)	Any Other (specify)		-	
	Sub Total(B)(1)		25,000	0.17
2.	Non-institutions			
(a)	Bodies Corporate		11,30,245	7.78
(b)	Individuals		21,37,749	14.72
(c)	Investor Education and Protection Fund (IEPF)		1,80,240	1.24
(d)	Escrow Account		200	0.00
(e)	Body Corp-Ltd Liability Partnership		1,65,153	1.14
(f)	Hindu Undivided Family		57,503	0.40
(g)	Any other (specify)		-	
	Sub Total(B)(2)		36,46,090	25.28
	Total Public Shareholding (B)= (B)(1)+(B)(2)		36,71,090	25.45
	TOTAL (A)+(B)		1,45,23,339	100.00
	GRAND TOTAL (A)+(B)		1,45,23,339	100.00

j) **Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

The proposed preferential issue shall result change in management/control of the Company.

The Proposed Allottee Mr. Bhavook Chandraprakash Tripathi shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI SAST Regulations requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process, Bhavook Chandraprakash Tripathi (along with its affiliate viz. Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited) would become the Promoters of the company.



k) Lock-in Period:

The Equity Shares shall be locked-in for such period as may be specified under SEBI ICDR Regulations.

l) Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, where it is so required;
- If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI ICDR regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

m) Certificate of Practicing Company Secretary: The certificate from, M/s. Vishal Dewang & Associates, Company Secretary, Membership No. 26683, C.P.No. 9596), certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI ICDR Regulations, is hosted on the Company's website and is accessible at link: <https://www.viratindustries.com/assets/Notice/compliance.pdf>

n) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr No.	Name	Current status/ Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue shareholding	
				No of share	%		No of share	%
1.	Bhavook Chandraprakash Tripathi	Non-promoter	Promoter	Nil	-	95,99,999	95,99,999	66.10

Note:

- i. Bhavook Chandraprakash Tripathi has acquired shares through preferential allotment and control of the Company. Post completion of open offer, Bhavook Chandraprakash Tripathi, Brahm Precision Materials Pvt Ltd and BT Capital Managers Private Limited who have been shown as non-promoter under the proposed preferential issue, will



become the Promoters of the Company and existing promoter and promoter group will be reclassified into public category.

o) Recommendations and Voting Pattern of the committee of Independent Directors of the Company

The committee of Independent Directors comprising of Shri. Vaibhav Mandhana, Shri. Dashrath B. Pawaskar and Shri. Chintamani D. Thatte in their meeting held on September 24, 2024 has considered the proposal to make the preferential allotment of 95,99,999 Equity Shares to the Proposed Allottee. The committee has considered that the issue price of Rs. 104/- per share has been determined taking in consideration the Valuation report provided by Payal Gada, Registered Valuer (Registration No. IBBI/RV/06/2019/11170), confirming the minimum price for preferential issue as per Chapter V of SEBI ICDR Regulations who have taken into consideration the relevant valuation parameters and provided justification for their assessments. As there would be change in control pursuant to the proposed preferential allotment and upon completion of the Open Offer thus, the committee is of the view that the issue price and the proposed preferential allotment is fair and reasonable. The voting pattern of the said Committee meeting is as follows:

Sr No	Name of the Independent Director	Assent	Dissent
1.	Vaibhav Mandhana	Yes	-
2.	Dashrath B. Pawaskar	Yes	-
3.	Chintamani D. Thatte	Yes	-

p) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

q) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

r) Principal terms of assets charged as securities:

Not Applicable

s) Other disclosures:

- During this financial year, the Company has not made any preferential allotment.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a Wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out above in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.