

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twelfth** Annual General Meeting ("AGM") of the members of **Vishnu Prakash R Punglia Limited** ("Company") will be held on Monday, September 29, 2025 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, 2025 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Manohar Lal Punglia (02161961), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Kamal Kishor Punglia (DIN: 02168426), 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, 2026.**

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 reappointed 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, 2026.

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 appoint GMJ & Associates (GMJ), Company Secretaries as Secretarial Auditor 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 Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the Act") and on the recommendation of the Audit Committee & Board, **GMJ & Associates (GMJ), Company Secretaries** be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 (five) consecutive years, commencing from financial year 2025-26 to the financial year 2029-30 ('the Term'), to conduct Secretarial Audit in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, on such terms & conditions, including remuneration of ₹ 6 Lacs/- plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees, as may be mutually agreed between the Board of Directors (hereinafter referred to as the 'Board' which expression shall include any Committee thereof or person(s) authorized by the Board) and GMJ & Associates

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

RESOLVED FURTHER THAT the Board of Directors 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."

NOTICE

6. **To approve remuneration of related party, Mr. Anil Punglia, holding office or place of profit.**

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, wherever applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the basis of recommendation and approval of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of salary or otherwise, to **Mr. Anil Punglia**, Regional Head (Rajasthan – West), holding office or place of profit and being a related party pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to ₹ 8.58 million per annum including perquisites, benefits, amenities and facilities, as applicable.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 for the persons holding office or place of profit within the maximum limit approved by the members.

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.”

7. **To approve remuneration of related party, Mr. Vijay Punglia, holding office or place of profit.**

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, wherever applicable

(including any statutory modification(s) or re-enactment thereof for the time being in force), and on the basis of recommendation and approval of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of salary or otherwise, to **Mr. Vijay Punglia**, Regional Head (Madhya Pradesh, Gujarat, Daman and Maharashtra), holding office or place of profit and being a related party pursuant to Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to ₹ 8.58 million per annum including perquisites, benefits, amenities and facilities, as applicable.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 for the persons holding office or place of profit within the maximum limit approved by the members.

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.”

8. **To approve remuneration of related party, Mr. Naresh Kumar Pungliya, holding office or place of profit.**

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, wherever applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the basis of recommendation and approval of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for payment of remuneration by way of salary or otherwise, to **Mr. Naresh Kumar Pungliya**, Senior Project Manager, holding office or place of profit and being a related party pursuant to Section 2(76) of

NOTICE

the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, up to ₹ 8.58 million per annum including perquisites, benefits, amenities and facilities, as applicable.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 for the persons holding office or place of profit within the maximum limit approved by the members.

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."

9. **To retain Mr. Vishnu Prakash Punglia (DIN: 02162019), as Chairperson and Whole Time Director of the Company, as he will attain the age of 70 years.**

To consider and if thought fit, to pass with or without modifications following resolution as **Special Resolution-**

"RESOLVED THAT pursuant to the provisions of section 152 and Section 196 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and as per the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of directors, consent of the members of the Company be and is hereby accorded for the continuation of directorship of **Mr. Vishnu Prakash Punglia** (DIN: 02162019) as the Chairperson and Whole Time Director of the Company for the remaining of his term i.e. upto 29-09-2028 even after attaining the age of 70 years on May 10, 2026.

RESOLVED FURTHER THAT the terms of his appointment, including the remuneration and other benefits, if any, shall remain unchanged.

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."

10. **To re-appoint Mr. Manohar Lal Punglia (DIN: 02161961), as Managing Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and as per Regulation 17 and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for the re-appointment of **Mr. Manohar Lal Punglia** (DIN: 02161961) as the Managing Director of the Company for a further period of Five years commencing from March 14, 2026 (liable to retire by rotation) upon the terms and condition including remuneration of ₹ 1,05,60,000/- per annum, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & Remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Manohar Lal Punglia within the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to proviso to Section 197(1) and proviso to Section II(A) Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force), in case of inadequacy or absence of profit in Financial Year, the remuneration set out here-above shall be paid to Mr. Manohar Lal Punglia as minimum remuneration, beyond the limit specified in Section II Part II of Schedule V.

RESOLVED FURTHER THAT the Board of Directors

NOTICE

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.”

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

Sd/-

Date: September 03, 2025

Place: Jodhpur

Neha Matnani
Company Secretary

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, 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 05, 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 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 : rnt.helpdesk@in.mpms.muvg.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 12th 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

NOTICE

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 email Id i.e. 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 of the meeting (i.e. on or before September 22, 2025), 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, 2025 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 2024-25 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://instavote.linkintime.co.in>
18. CS Mahesh Soni, Practicing Company Secretary (FCS No. :- 3706, COP No. :- 2324) or in his absence CS Sonia Chettiar, Practicing Company Secretary (M. 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 MCA 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 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 Friday 26th September, 2025 at 9.00 AM and ends on Sunday 28th September, 2025 at 5.00PM. The remote e-voting module shall be disabled by MUGF for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date i.e. September 23, 2025, 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

NOTICE

mode with NSDL

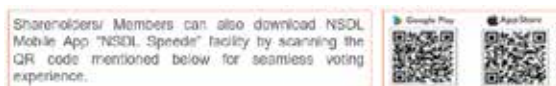
METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- 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.
- 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:

- 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>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account / generate 'OTP'
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).



METHOD 2 - NSDL e-voting website

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- 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.
- 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.

- 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 3 - NSDL OTP based login

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered email ID/ mobile number and click on login.
- 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.
- 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 Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- 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:

NOTICE

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- 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.

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.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- 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:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click "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.

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

Shareholders not registered for INSTAVOTE facility:

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

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.

- User ID: Enter User ID
- 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.
- DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/

NOTICE

Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - o Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - o Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' 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.

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

NOTICE

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).

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]

NOTICE

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.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

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
- Click “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 Mobile No with the DP shall enter the mobile no.
- d) Click “Go to Meeting”

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

NOTICE

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 before September 26, 2025, with the company on evoting@nsdl.com or compliance@vprp.co.in
- 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 the link for e-Voting “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.muvg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE 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 of the accompanying Notice dated September 03, 2025.

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, 2026 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

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Audit Committee and the Board of Directors at their respective meetings held on September 03, 2025, have approved, subject to approval of Members, appointment of GMJ & Associates (GMJ), Company Secretaries as Secretarial Auditors for a term of 5 (Five) consecutive years commencing from financial year 2025-26 to the financial year 2029-30 ("the Term").

While considering GMJ for appointment, the Board and the Audit Committee evaluated various factors, including the

firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments its industry standing, the clientele it serves, and its technical expertise. GMJ was found to be well-equipped to manage the scale diversity, and complexity associated with the Secretarial Audit of the Company.

GMJ is a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, New Delhi. The firm is led by experienced partners, all of whom are distinguished professionals in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, advocacy and company law due diligence. The firm also has associate partners with strong professional credentials who align with its core values of character, competence and commitment

The terms and conditions of GMJ's appointment include a tenure of five years commencing from Financial Year 2025-26 to Financial Year 2029-30. The proposed remuneration in connection with the secretarial audit shall be ₹ 6 Lakhs plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees, as may be mutually agreed between the Board of Directors and GMJ & Associates. In addition to the secretarial audit, GMJ shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors and permissible under the Companies Act, 2013 and SEBI Listing Regulations as amended from time to time. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

GMJ has consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

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. 5 of the Notice for approval by the Members.

NOTICE

Item No. 6

The provisions of section 188(1) of the Companies Act, 2013, that govern the Related Party Transactions, require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the members is also required.

Mr. Anil Punglia, has been associated with our Company since incorporation. He was appointed as Regional Head (Rajasthan – West) with effect from November 09, 2022 in the Company. He is the brother of Mr. Manohar Lal Punglia, Managing Director, Mr. Sanjay Kumar Punglia, Chief Executive Officer & Mr. Kamal Kishor Pungalia, Whole Time Director of the Company. In view of the same, the position/ office held by Mr. Anil Punglia in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 2,50,000 per month, requires members' approval.

Mr. Anil Punglia has vast experience of more than two decades in the EPC Business. He is responsible for managing the projects being executed in Western Part of Rajasthan. He is actively involved in execution of projects and responsible for the timely completion of projects in time.

The Board of Directors of the Company at their meeting held on September 03, 2025, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, had recommended a ceiling on remuneration of ₹ 8.58 million per annum, payable to Mr. Anil Punglia w.e.f April 01, 2025 (by providing arrears), subject to approval of the Shareholders by way of an Ordinary Resolution.

The particulars pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are given below:

- a) **Name of the related party:** Mr. Anil Punglia.
- b) **Name of the director or key managerial personnel who is related, if any:** Mr. Manohar Lal Punglia, MD, Mr. Sanjay Kumar Punglia, CEO & Whole Time Director, Mr. Kamal Kishor Pungalia, Whole Time Director.
- c) **Nature of relationship:** Brother
- d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** Mr. Anil Punglia is the employee of the Company in the management cadre in the Capacity of Regional Head (Rajasthan – West). A ceiling on remuneration of ₹ 8.58 million per annum is proposed for approval of Members by way of an Ordinary Resolution. His appointment was in the ordinary course of business and the remuneration proposed to be paid is at arms' length.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** - Nil

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 except that Mr. Anil Punglia is member of the Company and brother of Mr. Manohar Lal Punglia, Mr. Sanjay Kumar Punglia & Mr. Kamal Kishor Pungalia, who are directors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Item No. 7

The provisions of section 188(1) of the Companies Act, 2013, that govern the Related Party Transactions, require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the members is also required.

Mr. Vijay Punglia, has been associated with our Company since incorporation. He was appointed as Regional Head (Madhya Pradesh, Gujarat, Daman and Maharashtra) with effect from November 09, 2022 in the Company. He is the son of Mr. Vishnu Prakash Punglia, Chairperson & Whole Time Director and brother of Mr. Ajay Pungalia, Whole Time Director of the Company. In view of the same, the position/ office held by Mr. Vijay Punglia in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 2,50,000/- per month, requires members' approval.

Mr. Vijay Punglia has vast experience of more than 24 years in the EPC Business. He is responsible for managing the projects being executed in Western Part of Rajasthan. He is responsible for managing the on-going projects undertaken by our Company in the Western region, including Madhya Pradesh, Gujarat, Daman and Maharashtra. He is actively involved in execution of projects and is also responsible for timely completion of projects.

The Board of Directors of the Company at their meeting held on September 03, 2025, on the recommendation of the Nomination and Remuneration Committee and Audit Committee, had recommended a ceiling on remuneration of ₹ 8.58 million per annum, payable to Mr. Vijay Punglia w.e.f April 01, 2025 (by providing arrears), subject to approval of the Shareholders by way of an Ordinary Resolution.

The particulars pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are given below:

- a) **Name of the related party:** Mr. Vijay Punglia.
- b) **Name of the director or key managerial personnel who is related, if any:** Mr. Vishnu Prakash Punglia, Chairperson & Whole Time Director and Mr. Ajay Pungalia, Whole Time Director.

NOTICE

- c) **Nature of relationship:** Son of Mr. Vishnu Prakash Punglia & Brother of Mr. Ajay Pungalia
- d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** Mr. Vijay Punglia is the employee of the Company in the management cadre in the Capacity of Regional Head (Madhya Pradesh, Gujarat, Daman and Maharashtra). A ceiling on remuneration of ₹ 8.58 million per annum is proposed for approval of Members by way of an Ordinary Resolution. His appointment was in the ordinary course of business and the remuneration proposed to be paid is at arms' length.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** Nil

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 except that Mr. Vijay Punglia is member of the Company and son of Mr. Vishnu Prakash Punglia and brother of Mr. Ajay Pungalia, who are directors of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Item No. 8

The provisions of section 188(1) of the Companies Act, 2013, that govern the Related Party Transactions, require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the members is also required.

Mr. Naresh Kumar Pungliya, has been associated with our Company since incorporation. He is Senior Project Manager. He is the son of Mr. Vishnu Prakash Punglia, Chairperson & Whole Time Director and brother of Mr. Ajay Pungalia, Whole Time Director of the Company. In view of the same, the position/office held by Mr. Naresh Kumar Pungliya in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of ₹ 2,50,000/- per month, requires members' approval.

Mr. Naresh Kumar Pungliya is a valued Senior Project Manager whose dedication and expertise consistently strengthen the company's performance. With an ability to manage complex initiatives, he approaches every task with precision and foresight ensuring that projects are delivered on time, within budget, and to the highest quality standards. His leadership style is grounded in clear communication and collaboration, fostering strong team cohesion and a proactive problem-solving environment.

The Board of Directors of the Company at their meeting held on September 03, 2025, on the recommendation of the Nomination and Remuneration Committee and Audit

Committee, had recommended a ceiling on remuneration of ₹ 8.58 million per annum, payable to Mr. Naresh Kumar Pungliya w.e.f April 01, 2025 (by providing arrears), subject to approval of the Shareholders by way of an Ordinary Resolution.

The particulars pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, are given below:

- a) **Name of the related party:** Mr. Naresh Kumar Pungliya.
- b) **Name of the director or key managerial personnel who is related, if any:** Mr. Vishnu Prakash Punglia, Chairperson & Whole Time Director and Mr. Ajay Pungalia, Whole Time Director.
- c) **Nature of relationship:** Son of Mr. Vishnu Prakash Punglia & Brother of Mr. Ajay Pungalia
- d) **Nature, material terms, monetary value and particulars of the contract or arrangements:** Mr. Naresh Kumar Pungliya is the employee of the Company in the management cadre in the Capacity of Senior Project Manager. A ceiling on remuneration of ₹ 8.58 million per annum is proposed for approval of Members by way of an Ordinary Resolution. His appointment was in the ordinary course of business and the remuneration proposed to be paid is at arms' length.
- e) **Any other information relevant or important for the members to take a decision on the proposed resolution:** -

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 except that Mr. Naresh Kumar Pungliya is member of the Company and son of Mr. Vishnu Prakash Punglia and brother of Mr. Ajay Pungalia, who are directors of the Company.

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

Item No. 9

Mr. Vishnu Prakash Punglia is the founding member of the organization and has been serving as a Director of the Company since incorporation. He was re-appointed as a Whole Time Director of the Company for a term of 5 (five) years commencing from 30-09-2023 upto 29-09-2028 by the members at the 10th Annual General Meeting held on July 24, 2023. He has demonstrated exceptional dedication throughout his tenure and has over 38 years in the construction and EPC business.

Mr. Vishnu Prakash Punglia has attained the age of 69 years and will attain the age of 70 years on May 10, 2026 which

NOTICE

as per the provisions of section 196 of the Companies Act, 2013, requires the approval of the members in the General Meeting by way of Special Resolution to continue his directorship.

The Board of Directors believes that his continued presence on the Board would be highly beneficial to the Company given his vast experience, in-depth knowledge and valuable contributions to the core of the business. Therefore, the Board of Directors at its meeting held on September 03, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved continuation of directorship of Mr. Vishnu Prakash Punglia (DIN: 02162019) as the Chairperson and Whole Time Director of the Company for the remaining of his term i.e. upto 29-09-2028 even after attaining the age of 70 years on May 10, 2026, subject to the approval of members in this Annual General Meeting.

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 except that Mr. Vishnu Prakash Punglia who is proposed to be retained as the Chairperson & Whole Time Director of the company is member of the Company and father of Mr. Ajay Pungalia, who is director of the Company.

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

Item No. 10

Mr. Manohar Lal Punglia has been associated with the Company as a member of the Board of Directors since its incorporation and the Company has been taking the advantage of his guidance and supervision. Because of his persistent efforts, the Company has sustained a growth pattern and has achieved success in creating a brand image in the EPC Industry. He has in-depth knowledge of the core business of the Company. Also, he has experience of more than three decades in the construction and EPC business.

Mr. Manohar Lal Punglia was originally designated as Managing Director of the Company for an initial term of 5 (Five) years by the Board of Directors and Members with effect from March 15, 2021. His term is due to expire on March 14, 2026. Considering the valuable contributions made by Mr. Manohar Lal Punglia, it is proposed to re-appoint him for next five years in line with the applicable provisions of Companies Act, 2013 ("Act"). Therefore, the Board of Directors at its meeting held on September 03, 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Manohar Lal Punglia as Managing Director of the Company for a further period of Five years commencing from March 14, 2026 (liable to retire by rotation), subject to the approval of the members at the ensuing Annual General Meeting on such terms & conditions and remuneration of

₹ 1,05,60,000/- per annum, until such time as it may be revised or changed.

The company has received

- (i) the consent in writing from Mr. Manohar Lal Punglia in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014;
- (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013;
- (iii) notice of interest in from MBP-1 pursuant to Section 184(1) of Companies Act, 2013 and rule 9(1) Companies (Meetings of Board and its Powers) Rules, 2014

The details of the terms of remuneration to be provided to Mr. Manohar Lal Punglia is outlined as follows:

- a) Salary and allowances:

Basic Salary and various allowances, as may be determined by the Company from time to time, together at the rate of ₹ 8,80,000/- (Rupees Eight Lac Eighty Thousand only) per month or ₹ 1,05,60,000/- (Rupees One Crore Five Lac Sixty Thousand only) per annum, together with such annual increments therein as may be determined by the Board in that behalf.

- b) Perquisites:

Accommodation (furnished or otherwise) together with utilities such as gas, electricity, water, furnishings and repairs; servants allowance or house rent allowance and house maintenance allowance in lieu thereof, education allowance for dependent children, entertainment and newspaper and periodicals allowance, medical reimbursement, leave travel concession for himself and his family, club fees, medical insurance etc., in accordance with the rules of the Company or as agreed by the Board. The total value of such perquisites to be restricted to an amount equivalent to his annual salary.

- c) Retirement Benefits:

Company's contribution to provident fund and superannuation or annuity fund, to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity payable as per the rules of the tenure, value of these benefits shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

- d) Use of Car and Telephone:

Provision of Company's car and driver for official duties and telephone at residence (including payment for

NOTICE

local calls and long-distance official calls) shall not be included in the computation of perquisites for purpose of calculating the said ceiling.

e) Leave:

Privilege leave, sick leave and casual leave on full pay and allowance, in accordance with the rules of the Company, but the privilege leave not exceeding one month's leave for every eleven months of service and privilege leave accumulated but not availed may be encashed at the end of the term of the office in accordance with the rules of the Company and such encashment shall not be included in the computation of salary or perquisites.

f) Sitting fees:

Mr. Manohar Lal Punglia, so long as he functions as the Managing Director of the Company, shall not be paid any sitting fees for attending the meetings of the Board or committee thereof from the date of his appointment.

g) Minimum Remuneration:

Subject to and in accordance with the applicable provisions, if any, of the Companies Act, 2013 and/or any statutory modification or re-enactment thereof from time to time in force, if during the continuance of his tenure, the Company has no profits or its profits are inadequate in any financial year, the remuneration set out here-above shall be paid to Mr. Manohar Lal Punglia as minimum remuneration, beyond the limit specified in Section II Part II of Schedule V.

The terms and conditions of Mr. Manohar Lal Punglia's appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day till the conclusion of the AGM. The required details as per Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India (ICSI) are provided in the annexure to this Notice.

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 except that Mr. Manohar Lal Punglia who is proposed to be re-appointed as Managing Director of the company is member of the Company and brother of Mr. Sanjay Kumar Punglia & Mr. Kamal Kishor Pungalia, who are directors of the Company.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval by the Members.

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

**Date: September 03, 2025
Place: Jodhpur**

**Sd/-
Neha Matnani
Company Secretary**

NOTICE

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 & 10

Name of Director (s)	Mr. Manohar Lal Punglia	Mr. Kamal Kishor Punglia
DIN	02161961	02168426
Age (Years)	52 years	47 years
Qualifications	Secondary Education	Graduate
Experience/ Brief Resume/ Expertise in specific functional areas	He has experience of more than three decades in the construction and EPC business. He is also the President of Mahalaxmi Education Institution, Jodhpur, Rajasthan. He has also been awarded Doctorate of Philosophy in Business Management & Social work from Maryland State University, USA.	Over twenty-one (21) years in undertaking water supply turnkey projects and projects relating to the Central Government like, Railways & MES, etc. He played a key role in strengthening the Company's internal infrastructure by establishing soil testing lab which is approved by National Accreditation Board for Testing and Calibration Laboratories (NABL), along with several other essential facilities that have boosted our in-house capabilities.
Date of First Appointment on the Board	25-08-2015	13-05-2013
Shareholding in the Company as on March 31, 2025	82,20,000 shares of face value of ₹ 10 each	84,00,000 shares of face value of ₹ 10 each
Terms and Conditions of Re-Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013 and Section 196 of the Companies Act, 2013 and other terms as mentioned in the explanatory statement.	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Details of Remuneration last drawn (FY 2024-25)	₹ 10.40 million	₹ 8.45 million
Details of remuneration sought to be paid (FY 2025-26)	₹ 10.56 million	₹ 8.58 million
Relationship with other Director/ Key Managerial Personnel	Brother of Mr. Sanjay Kumar Punglia & Mr. Kamal Kishor Punglia	Brother of Mr. Manohar Lal Punglia & Mr. Sanjay Kumar Punglia
Number of meetings of the Board attended during the financial year 2024-25	05 out of 05	03 out of 05

NOTICE

Name of Director (s)	Mr. Manohar Lal Punglia	Mr. Kamal Kishor Pungalia
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	<ul style="list-style-type: none"> • Member- Stakeholder's Relationship Committee • Member- Corporate Social Responsibility Committee • Member- Risk Management Committee 	<ul style="list-style-type: none"> • Member of Stakeholder's Relationship Committee
Directorship of other Board as on March 31, 2025 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, 2025 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