

NOTICE OF 30th ANNUAL GENERAL MEETING OF VISTRA ITCL (INDIA) LIMITED

NOTICE is hereby given that the Thirtieth (30th) – Annual General Meeting of the Members of Vistra ITCL (India) Limited will be held on Thursday, September 25, 2025, at The Qube, 2nd Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai - 400059 at 5:30 pm. (IST) to transact the following business:

A. ORDINARY BUSINESS

(1) Adoption of Annual Financial Statements of the Company:

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, comprising of Audited Balance Sheet as at 31st March, 2025, the Statement of Profit & Loss and Cash Flow Statement for the financial year on that date including its Schedules and the Notes attached thereto and forming part thereof, and the reports of the Board of Directors and the Statutory Auditors thereon be and are hereby received, adopted and approved.”

(2) Re-appointment of Statutory Auditors:

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

“**RESOLVED THAT** pursuant to section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approval of members at the ensuing Annual General Meeting, consent of the Board be and is hereby accorded to re-appoint M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants (Firm Registration Number. 104607W/W100166), as the Statutory Auditors of the Company, to hold the office for a period of five years commencing from the conclusion of the 30th (Thirtieth) Annual General Meeting till the conclusion of the 35th (Thirty Fifth) Annual General Meeting of the Company, subject to their eligibility under section 141 of the Companies Act, 2013, to fix their remuneration for the respective period(s) on mutually agreed terms and



reimbursement of actual out of pocket expenses etc., as may be incurred in the performance of their duties and do all such acts, things and deeds as may be deemed necessary in this regard;

RESOLVED FURTHER THAT the any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution;

RESOLVED FURTHER THAT Dr. Shikha Bagai, Managing Director, Ms. Dipti Jain, Company Secretary, Mr. Nityananda Shanbhag, Head – Accounts & Finance and Mr. Jatin Chonani, Compliance Officer of the Company be and are hereby severally authorized to do all necessary things to implement the foregoing and furnish certified extracts of this resolution.”

(3) Appointment of Mr. Rajendra Kashyap (DIN: 00367378), liable to retire by rotation:

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

“**RESOLVED THAT** Mr. Rajendra Kashyap (DIN: 00367378), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby appointed as Director of the Company.”

B. SPECIAL BUSINESS

(4) To declare Commission to be paid to the Non-Executive Directors (External Directors) not in whole time employment of the Company for the year ended March 31, 2025:

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

“**RESOLVED THAT** pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per provisions of Article 133 of the Articles of Association of the Company, the Non-Executive Directors (External Directors) of the Company be paid, Commission in such amount not exceeding in aggregate one percent of the net profits of the Company for Financial Year 2024-25, as computed in the manner laid down in Section 198 of the Act, in addition to the sitting fee for attending the meeting of the Board of Directors or Committee thereof, if any.



RESOLVED FURTHER THAT any one of the Directors and / or the Key Managerial Personnel of the Company be and are hereby authorized severally to do all acts, deeds, matters and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT Dr. Shikha Bagai, Managing Director, Ms. Dipti Jain, Company Secretary, Mr. Jatin Chonani, Compliance Officer and Mr. Nityananda Shanbhag, Head, Accounts and Finance of the Company be and are hereby severally authorized to furnish certified extracts of this resolution."

By Order of the Board of Directors
Of Vistra ITCL (India) Limited



Dipti Jain
Company Secretary
(M. No: FCS 9287)

Mumbai, June 26, 2025

Registered Office:

Vistra ITCL (India) Limited

The Capital Building, B Wing, 5th Floor,
Unit No 505 A2, Bandra Kurla Complex,
Bandra(East), Mumbai, Maharashtra, India, 400051

Email: Dipti.Jain@vistra.com

Phone: +91 22 285000028, **Fax:** +91 22 28500029

CIN: U66020MH1995PLC095507

Website: www.vistraitcl.com

NOTES:

- 1) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM as set out under Item No. 4 above and the relevant details of the Director as mentioned under Item No. 3 above as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
- 2) **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- 3) Corporate Members intending to send their Authorized representatives to attend the AGM pursuant to Section 133 of the Act are requested to send a duly certified copy of their Board Resolution/POA authorizing their representatives to attend and vote at the AGM.
- 4) The Register of Directors and Key Managerial personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements, in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and other documents incidental thereto shall be available for inspection by the Members till the date of ensuing Annual General Meeting (AGM).
- 5) Members are requested to write their DP ID and Client ID number in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
- 6) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company at the email id: Dipti.Jain@vistra.com or with their DPs in case the shares are held by them in electronic form and with Link Intime (India) Private Limited (Registrar and Share Transfer Agent*).
- 7) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on Dipti.Jain@vistra.com. The same will be replied by the Company suitably.



- 8) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and will be uploaded on the website of the Company at www.vistraitcl.com.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement set out all material facts relating to the Special Business mentioned in the accompanying Notice

Item No. 4

Considering the overall guidance and support provided by the Board in steering the growth of the Company, it would be appropriate for the Company to share some part of its profit as a token of appreciation of the Board's effort.

Pursuant to the provisions of Section 197,198 and all other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and as per provisions of Article 133 of the Articles of Association of the Company, a commission not exceeding 1% of the Net Profit, as computed in the manner laid down in Section 198 of the Act can be paid to the Non-executive Directors, subject to approval of the members in the general meeting.

It is therefore proposed that a commission upto not exceeding one percent of the Net Profits of the Company calculated in accordance with the provisions of the Act be paid to all the Directors who are not in whole time employment of the Company i.e. External Non - Executive Directors for the Financial Year ended March 31, 2025.

Accordingly, the resolution contained in Item No. 4 of the Notice convening the said meeting is placed for your consideration and approval.

All the Directors except Dr. Shikha Bagai is interested in the resolution to the extent of the quantum of commission payable to them in accordance with the aforesaid proposed resolution, if approved by the shareholders. No Key Managerial Personnel or their relatives are interested or concerned in the above resolution.





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

By Order of the Board of Directors
Of Vistra ITCL (India) Limited



Dipti Jain
Company Secretary
(M. No: FCS 9287)

Mumbai, June 26, 2025

Registered Office:

Vistra ITCL (India) Limited

The Capital Building, B Wing, 5th Floor,
Unit No 505 A2, Bandra Kurla Complex,
Bandra(East), Mumbai, Maharashtra, India, 400051

Email: Dipti.Jain@vistra.com

Phone: +91 22 28500028, **Fax:** +91 22 28500029

CIN: U66020MH1995PLC095507

Website: www.vistraitel.com

VISTRA ITCL (INDIA) LIMITED

Registered Office: The Capital Building, B Wing, 5th Floor, Unit No 505 A2, Bandra Kurla Complex, Bandra (East), Mumbai 400051
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Form No. MGT - 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN	:	U66020MH1995PLC095507	
Name of the Company	:	Vistra ITCL (India) Limited	
Registered Office	:	The Capital Building, B Wing, 5th Floor, Unit No 505 A2, Bandra Kurla Complex, Bandra (East), Mumbai, Maharashtra, India, 400051	
Name of Member / (s)	:		
Registered Address	:		
Email ID	:		
Folio No. / Client ID	:	DP ID	
I/We are being the member(s) of the _____ of the above-named Company, hereby appoint			
1	Name		
	Address		
	Email Id	Signature	
	Or failing him		
2	Name		
	Address		
	Email Id	Signature	
	Or failing him		
3	Name		
	Address		
	Email Id	Signature	
	Or failing him		



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, September 25, 2025, at The Qube, 2nd Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai 400059 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS	
(1)	Adoption of Annual Financial Statements of the Company
(2)	Re -appointment of Statutory Auditors
(3)	Appointment of Mr. Rajendra Kashyap (DIN: 00367378), liable to retire by rotation
SPECIAL BUSINESS	
(4)	To declare Commission to be paid to the Non-Executive Directors (External Directors) not in whole time employment of the Company for the year ended March 31, 2025.

Signed this _____ day of _____, 2025

Signature of the Shareholder: _____

Signature of Proxy holder(s): _____

Affix ₹ 1
Revenue
Stamp

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting
- (3) Please complete all details including details of member(s) in above box before submission.





VISTRA ITCL (INDIA) LIMITED

Registered Office: The Capital Building, B Wing, 5th Floor,
Unit No 505 A2, Bandra Kurla Complex, Bandra (East), Mumbai,
Maharashtra, India, 400051
Phone: +91 22 2850 0028, Fax: +91 22 2850 0029
CIN: U66020MH1995PLC095507
Website: www.vistraitel.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)

I hereby record my presence at the 30th Annual General Meeting of the Company held at The Qube, 2nd Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai 400059 on Thursday, June 26, 2025 at 05:30 p.m.

Full name of the Member (IN BLOCK LETTERS) _____

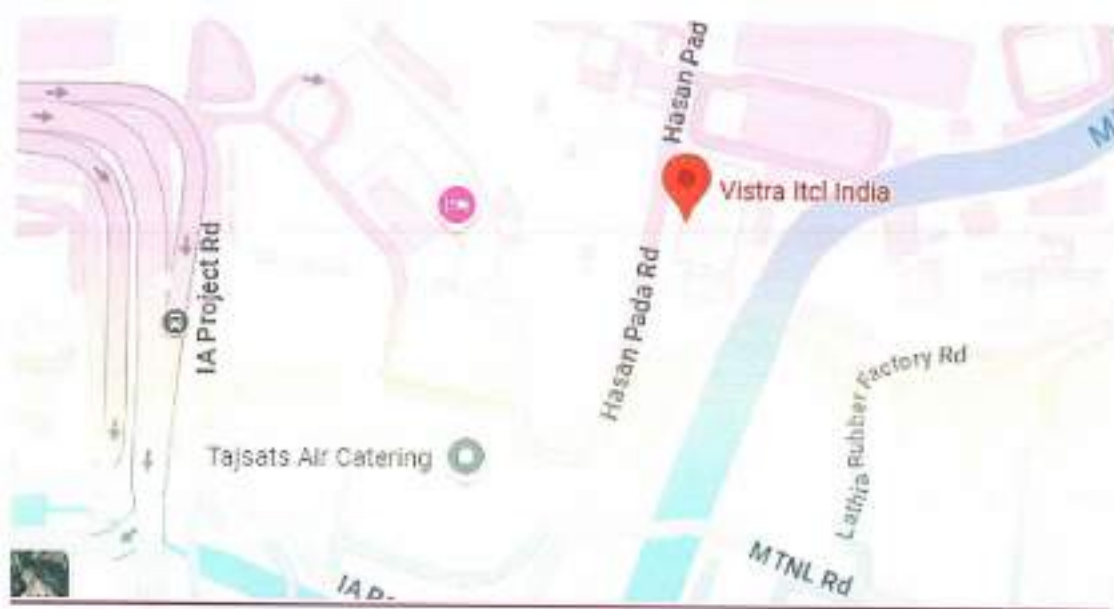
Full name of the Proxy (IN BLOCK LETTERS) _____

Members' / Proxy Signature _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue. For route map of meeting venue viz; The Qube, 2nd Floor, A Wing, Hasan Pada Road, Mittal Industrial Estate, Marol, Andheri (East), Mumbai 400059, please see overleaf.



In terms of the requirements of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of the Company Secretaries of India, route map for the location of the venue of the 30th Annual General Meeting is given below:



Nearest landmark: Behind Hotel JW Marriot



Registered office:
Vistra ITCL India Ltd
The Capital Building, B Wing,
5th Floor, Unit No 505 A2, Bandra Kurla
Complex, Bandra East, Mumbai-400021 India

Corporate Office:
The Glubs, Building A wing,
2nd Floor, 202, Hasan Pada Road,
Marol, Andheri (E),
Mumbai - 400099

Email: mumbai@vistra.com
www.vistra.com

Vistra ITCL (India) Limited
Corporate Identity Number (CIN): U05025MH0995PLC025507