

Notice

Notice is hereby given that the 28th Annual General Meeting of Vishnusurya Projects and Infra Limited ("Company" or "VSPIL") will be held on Monday, September 30, 2024, at 4:00PM through Video Conference or Other Audio Visual Means (VC / 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Subramaniam Neelakantan, Director (DIN:01474064) who retires by rotation and being eligible offers himself for reappointment.
3. To declare a final dividend of Re. 1 (Rupee one only) per equity share of the face value of Rs. 10/- for the financial year 2023-2024.
4. To appoint Madhu Balan and Associates, Chartered Accountants (Firm Registration Number 011106S) as Statutory Auditors of the Company for first term of five years from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2029.

Special Business

5. To Ratify remuneration to Cost Auditor for the Financial Year 2024-25:

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

"RESOLVED THAT subject to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), payment of remuneration of Rs. 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. B Y & Associates, Cost Accountant (FRN: 003498) in practice for conducting the audit of cost records of the Company for the year 2024-2025 which has been approved by the Board, based on the recommendation of the Audit Committee be and is hereby ratified and confirmed".

6. To revise remuneration payable and other terms of appointment of Mr. Arunachalam Charima Thangam, Whole time Director (DIN: 06958029) 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 provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the allied rules made thereunder and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and other applicable provisions, if any, (including any amendment or re-enactment thereof), and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, approval of the Members of the Company be and is hereby accorded annual increment in the salary (excluding perquisites) by 15% to Mr. Arunachalam Charima Thangam, (DIN: 06958029) Whole-time Director of the Company.

RESOLVED FURTHER THAT the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11 % of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof.

RESOLVED FURTHER THAT the approval of the members be and is hereby accorded for terms of remuneration payable to Mr. Arunachalam Charima Thangam, as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him as set out herein above for a period of 3 (three) years, on the terms and conditions, with liberty to the Directors / Nomination and Remuneration Committee and Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be

agreed between the Directors and Mr. Arunachalam Charima Thangam, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof pursuant to notification issued by Ministry of Corporate Affairs (MCA) from time to time.

RESOLVED FURTHER THAT in suppression to earlier resolution passed by the Members at the Extra ordinary General Meeting held on July 5, 2023, and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, approval of the Members of the Company be and is hereby accorded to change the terms of appointment of Mr. Arunachalam Charima Thangam, (DIN: 06958029) as "liable to retire by rotation".

RESOLVED FURTHER THAT Mr. Sanal Kumar Vengatte, Chief Executive Officer and/ or Mr. Arunachalam Charima Thangam, Wholetime Director and/or, Ms. Priya Rajagopalan, the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

7. Change in terms of appointment of Mr. Sanal Kumar Vengatte (DIN: 07546821), Chief Executive Officer and Whole time 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 earlier resolution passed by the Members at the Extra ordinary General Meeting held on July 5, 2023, held on July 5, 2023, and based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors, approval of the Members of the Company be and is hereby accorded to change the terms of appointment of Mr. Sanal Kumar Vengatte, as "liable to retire by rotation".

RESOLVED FURTHER THAT Mr. Sanal Kumar Vengatte, Chief Executive Officer and/ or Mr. Arunachalam Charima Thangam, Wholetime Director and/or, Ms. Priya Rajagopalan, the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution."

By order of the Board

for **VISHNUSURYA PROJECTS AND INFRA LIMITED**

(CIN: L63090TN1996PLC035491)

PRIYA RAJAGOPALAN

Company Secretary

A67800

Place: Chennai

Date: September 3, 2024

Important 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 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 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.

- (b) In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories". If your e-mail address is not registered with the Company/Depositories, you may register on or before 5:00 p.m. (IST) on September 20, 2024 to receive this Notice of the AGM completing the process for registration of e-mail address as asundercs@vishnusurya.com.
- (c) Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this.
- (d) Body Corporate members are requested to send to the Company, a certified true copy of Board resolution or Power of Attorney authorizing their representative to attend and vote in the AGM through VC / OAVM on its behalf and to vote through remote e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.
- (e) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
- (f) All documents referred to in this Notice annexed hereto are available for inspection of the members of the Company at the registered office of the Company.
- (g) The Register of Members and Share Transfer Books will remain closed from Wednesday, September 25, 2024 to Monday, September 30, 2024 (both days inclusive) on account of the Annual General Meeting and determining the entitlement of the shareholders to the final dividend for the year 2023-24. Final Dividend on declaration will be paid on or before October 30, 2024.
- (h) Dividend

The Board of Directors at its meeting held on May 23, 2024, has recommended a final dividend of Re. 1 per equity share. The Record date fixed for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the AGM, is September 20, 2024.

- Pursuant to the Income Tax Act, 1961 and Rules thereunder, with effect from 01.04.2020 Dividend income is taxable in the hands of shareholders under current tax law and the Company is required to deduct tax at source (TDS) from same at the prescribed rates. There will be no TDS from dividend payable to a resident individual shareholder, if the total dividend to be received during FY 2024- 25 from the company does not exceed Rs. 5000/-.
- A resident individual shareholder with PAN who is not liable for income tax can submit declaration in Form 15G / 15H as applicable to avail the benefit of non-deduction of tax. In case their PAN is not registered (with their Depository Participants (DPs) in the case of demat holding and with the RTA for physical holding), TDS would be at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under applicable Tax Treaty subject to furnishing Form-10F and providing necessary documents.
- Form 15G / 15H or Form - 10F can be filed online with the RTA through their link <https://investors.cameoindia.com>. These can also be downloaded from the company website, duly completed, signed and scanned and emailed to the RTA at investor@cameoindia.com or Company at cs@vishnusurya.com on or before September 19, 2024. You may visit the Company's website at <https://www.vishnusurya.com> for all the relevant details and to download the necessary forms.
- Members who have not encashed their dividend warrants / Demand Drafts pertaining to the dividend declared as mentioned in the below table are advised to write to the Company / RTA immediately claiming the dividends declared by the Company. The details of unpaid dividends that are due for transfer to Investor Education and Protection Fund

(IEPF) along with due dates are furnished below. As per Section 124 (6) of the Companies Act, 2013, all the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF. Thereafter, the shareholders are entitled to claim the shares and the dividend transferred to IEPF in accordance with such procedure and on submission of such documents as prescribed in the IEPF Rules, 2016.

Nature of Dividend	Date of declaration of Dividend	Due date for Transfer to IEPF
Interim Dividend	November 14, 2023	December 19, 2030

- (i) In accordance with General Circular Nos. 20/2020 dated May 5, 2020, Circular No. 21/2021 dated December 14, 2021 read with Circular No. 02/2021 dated January 13, 2021, 2020, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM and the Annual Report for FY 2023-24 may be sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL").

Members may note that the Annual Report of 2023-24 will also be available on the Company's website www.vishnusurya.com and website of the Stock Exchange i.e. National Stock Exchange of India Limited.

- (j) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can send an e-mail to cs@vishnusurya.com requesting for inspection of the Registers.

Voting through electronic means

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.vishnusurya.com. The Notice can also be accessed from the websites of the Stock Exchanges www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
7. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

- (i) The voting period begins on Thursday, September 26, 2024 at 9.00 A.M. and ends on Sunday, September 29, 2024 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@cs@vishnusurya.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. 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 atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call Toll Free No. 1800 21 09911

EXPLANATORY STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Audit Committee and the Board of Directors of the Company at their meetings held on May 23, 2024 appointed M/s. B Y & Associates, Cost Accountants (FRN: 003498), as Cost Auditors of the Company for the year 2024 - 2025. As per the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought by way of Ordinary Resolution as set out in Item No. 5 of the Notice to ratify the remuneration of 1,00,000/- (Rupees One Lakh only) plus applicable taxes and reimbursement of out of pocket expenses to M/s. B Y & Associates, Cost Accountants, of the Company for the financial year 2024-2025 which has been duly approved by the Board of Directors after considering the recommendation made by the Audit Committee of the Company at the meeting held on May 23, 2024.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested either financially or otherwise, in the Resolution set out at Item No. 5. The Board of Directors of the Company recommends passing the Resolution set out in Item No. 5 as Ordinary Resolution to the shareholders of the Company.

Item No. 6

Mr. Arunachalam Charima Thangam (DIN: 06958029) was appointed as Whole-time Director at the Board Meeting held on July 1, 2023, which was approved by Members of the Company at its Extra ordinary General Meeting held on July 5, 2024. He is well versed in the management and administration of business with a wide knowledge in mining, mining related machineries and operation and maintenance of rough stone crusher. Since his appointment, he had been playing a pivotal role in plant operations, from executive to independently handling the whole mining division of our Company to strengthen the Company's growth. Recognising his role in the progress, spending considerable time and efforts towards improvement of the Company it is felt fair to consider increase in the salary (excluding perquisites) by 15 percent.

The Nomination and Remuneration Committee and the Board in its meeting held on May 23, 2024 have recommended increase in the salary (excluding perquisites) by 10 percent which would be an increase from Rs. 2,50,000/- (Rupees Two lakh fifty thousand only) to Rs. 2,87,500/- (Rupees Two lakh Eighty seven five hundred only) per month.

Further, as per terms of appointment, Mr. Arunachalam Charima Thangam is not liable to retire by rotation and as per the recommendation of Nomination and Remuneration Committee the Board now recommends Arunachalam Charima Thangam liable to retire by rotation.

The Board of Directors of the Company recommends passing the Resolution set out in Item No. 6 as Special Resolution to the shareholders of the Company.

Except Mr. Arunachalam Charima Thangam, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Resolution as set out in item no. 6 of this notice. The Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 6 to the shareholders of the Company.

Statement containing additional information as required in Schedule V of the Companies Act, 2013:

Nature of Industry	Mininig & EPC Projects			
Date or expected date of commencement of commercial production	Commercial operation for mining commenced in March 2016 and & EPC projects commenced in 1996			
In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA			
Financial performance based on Particulars given indicators	Details	2023-24	2022-23	2021-22
	Gross Revenue	23053.51	13237.11	9642.96
	Profit before tax	3861.18	2231.44	2958.81
	Profit after tax	2758.31	1736.64	2158.97

Information of the Director

Background details	Mr. Arunachalam Charima Thangam, Director of the Company and associated since 12th February 2015
Recognition of awards	NA
Job profile and his suitability	Mr. Arunachalam Charima Thangam is entrusted with substantial powers of the management and is responsible for the mining business of the Company. He possesses valuable experience in mining, Merchandising and Retail Operations.
Remuneration proposed	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size with respect to industry, size company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin.	Mr. Arunachalam Charima Thangam has over 3 decades experience in Mining business. Taking into consideration the size and operations of the Company, the profile of the Whole time Director, the responsibilities handled by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior levels in other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any	Other than the remuneration payable to him as a Whole Time Director of the Company

Other Information

Reasons of loss or inadequate profits	Since the Company is in the business of Mining and EPC projects, there are certain business risk due to internal and external factors. In such situation, the company's profit may not sufficient to cover the limit as prescribed in the act.
Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company
Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in business activity and undertakes constant measures to mprove it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Item No. 7

Mr. Sanal Kumar Vengatte (DIN: 07546821), was appointed as Whole-time Director by the Board on the Company on July 1, 2024 and thereafter his appointment was approved by Members of the Company at its Extra ordinary General Meeting held on July 5, 2024.

As per terms of appointment, Mr. Sanal Kumar Vengatte is not liable to retire by rotation and the Board now recommends that he shall be liable to retire by rotation.

The Board of Directors of the Company recommends passing the Resolution set out in Item No. 7 as Special Resolution to the shareholders of the Company.

Except Mr. Sanal Kumar Vengatte, none of the Directors and Key Managerial or their relatives are interested financially or otherwise in the Resolution as set out in item no. 7 of this notice. The Board of Directors of the Company recommends passing the Resolution set out in Item No. 7 as Special Resolution to the shareholders of the Company.

By order of the Board
for **Vishnusurya Projects and Infra Limited**
(CIN: L63090TN1996PLC035491)

Priya Rajagopalan
Company Secretary
A67800

Place: Chennai

Date: September 3, 2024

ANNEXURE TO THE NOTICE

Item No. 2 To Appoint Mr. Subramaniam Neelakantan, Director (DIN:01474064) who retires by rotation and being eligible offers himself for re-appointment.

The information in respect of Item no. 2, in accordance with regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS 2) issued by The Institute of Company Secretaries of India about the director seeking re-appointment in this annual general meeting are furnished hereunder:

Sl. No.	Particulars	Details
1.	Name of the Director	Subramaniam Neelakantan
2.	DIN	01474064
3.	Date of Birth	May 2, 1967
4.	Date of first appointment to the Board	July 1, 2024
5.	Qualification	B. Com. Chartered Accountant
6.	Nature of Expertise in Specific functional area	He has grown the audit & assurance practice to the present CNGSN & Associates LLP, one of the leading firms in South India. He has over 3 decades of experience in the profession and has been providing comprehensive Audit, Assurance, Taxation & Advisory services. Being the Senior Partner of CNGSN, he handles the Consulting Practice in the firm. An expert in private equity, reorganization and Capital Markets, S. Neelakantan has developed one of the largest management consulting practices in South India.
7.	List of other Listed / Public Companies in which Directorship held	NAGA Limited
8.	Chairman / Member of the Committee of the Board of Director of the Company	Member of Audit Committee and Nomination and Remuneration Committee
9.	Chairman / Member of the Committee of the other Listed / Public companies in which he/she is a Director	Chairman of Corporate Social Responsibility Committee, NAGA Limited
10.	Listed entities from which resigned in the past three years	-
11.	Shareholding in the Company (both own or held by/ for other persons on a beneficial basis) as on March 31, 2024	
12.	Relationship between Directors inter se	Not related to Directors and Promoter
13.	Number of Board Meetings attended during 2023-24	5
14.	Remuneration details	-

Item No. 4

To appoint Madhu Balan and Associates, Chartered Accountants (Firm Registration Number 011106S) as Statutory Auditors of the Company for first term of five years from conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the calendar year 2029.

The information in respect of Item no. 4, in accordance with regulation 36 (6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 about the Statutory Auditor proposed to be appointed in this Annual General Meeting are furnished hereunder:

Sl. No.	Particulars	Details
1.	Proposed fees payable to Statutory Auditor	Rs. 7,00,000/- (Rupees Seven Lakhs only)
2.	Material changes in the fee payable to new Statutory Auditor from that paid to outgoing Auditor	No Material Changes
3.	Terms of Appointment	First term of Five years from conclusion of this Annual General Meeting scheduled to be held on September 30, 2024 till the conclusion of 35th AGM which shall be held in the calendar year 2029, subject to the approval of shareholders of the Company.
4.	Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditor proposed to be appointed	<p>M/s. Madu Balan and Associates has overall experience of nearly 19 years in rendering comprehensive professional services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, and significant experience of working with clients in a similar industry.</p> <p>Based on fulfilment of the eligible criteria as prescribed under the Companies Act, 2013 and the applicable rules made thereunder, the Audit Committee and Board of Directors had recommended appointment of M/s. Madu Balan and Associates as Statutory Auditors of the Company.</p>