

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE of Postal Ballot (“**Notice**”) is hereby given to the Members of **VISHNUSURYA PROJECTS AND INFRA LIMITED** (“**the Company**”), pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013, (“**the Act**”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“**the Rules**”), read with the General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 11/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and the latest one being General Circular No. 09/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), that the Ordinary Resolution(s) as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means (**remote e-voting**) only.

In compliance with the aforesaid **MCA Circulars**, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, Registrars and Transfer Agents or Depository/ Depository Participants. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

Ballot is accordingly being initiated in compliance with the above **MCA Circulars**. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members

The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company (“**the Board**”) have appointed M/s. BP & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their **assent (FOR) or dissent (AGAINST)** by following the procedure as stated in the Notes forming part of the Notice.

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Ph : +91-44-24950019, 044 47939125 Fax : +91-44-24950019 E-mail : info@vishnusurya.com

Branch Office: 1) No.13/1, Manish First Street, Gandhi Nagar, Aruppukottai P.O., Virudhunagar District, Tamilnadu-626101
Ph : +91-4566-240083

2) No.12, Mosavadi Village, Vandavasi Taluk, Thiruvannamalai District, Tamilnadu - 604503 Ph : +91-4182-299977

3) No. 809, 8th Floor, Arunachal Building, 19 Barakhamba Road, New Delhi- 110 001 Ph: 0114659536

4) 35, Survey No. 9 and 10, Kariyasandiram Village, Shoolagiri Taluk, Kariyasandiram, Krishnagiri, Tamil Nadu, 635105

The **remote e-voting** period commences from **9:00 A.M. (IST) on Thursday, 24th July 2025** and **ends at 5:00 P.M. (IST) on Friday, 22nd August 2025**. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited (“CDSL”) for the purpose of providing remote e-voting facility to its Members. The results of the Postal Ballot will be announced on or before **5.00 p.m. (IST) on Tuesday, 26th August 2025**.

The said results of the voting conducted by Postal Ballot (**through remote e-voting process**) along with the Scrutinizer’s Report would be intimated to National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at www.vishnusurya.com and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Friday, 22nd August 2025**.

SPECIAL BUSINESS | ORDINARY RESOLUTION

ITEM NO: 1

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH AGNI ESTATES AND FOUNDATIONS PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

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 of The Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether

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individually or series of transaction(s) taken together or otherwise), ***with Agni Estates And Foundations Private Limited***, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, for an aggregate value of up Rs. 50.00 Crores (Indian Rupees Fifty Crores Only) as detailed in the explanatory statement provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

“RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or Company Secretary and Compliance Officer of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary and Compliance Officer of the Company.”

ITEM NO: 2

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH GARUDA AEROSPACE PRIVATE LIMITED UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015:

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 of The Companies Act, 2013 (“the Act”) and all other applicable provisions, if any, read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and any other rules made thereunder (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force, if any) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, 2(1)(zc) of SEBI LODR Regulations, the Company’s policy on Related Party Transactions, and subject to such approvals, consent(s), permission(s) as may be necessary from time to time and on the basis of the approval and

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based on the recommendation of Audit Committee and on the approval of Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the Members of the Company be and is hereby accorded to empower the Board , for entering into and/or carrying out and/or continuing with existing contract(s) /arrangement(s) /transaction(s) or modification(s) of earlier / arrangements / transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with **Garuda Aerospace Private Limited**, a related party falling within the definition of “Related Party” under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, and shall be valid for the Financial year 2025-26 (“FY 25-26”) on such material terms and conditions as detailed in the explanatory statement annexed to this notice and as may be mutually agreed between related party and the Company, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company, for an aggregate value of up Rs. 25.00 Crores (Indian Rupees Twenty Five Crores Only) of all these transaction(s), whether undertaken directly by the Company, aggregate as detailed in the explanatory statement provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis.”

“RESOLVED FURTHER THAT the Board of Directors (Including any committee thereof) or Chief Financial Officer or Company Secretary and Compliance Officer of the company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Shareholders and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT, a certified true copy of the said resolution furnished to all concerned under the signature of any one of the Directors or Company Secretary and Compliance Officer of the Company.

By Order of the Board of Directors
For VISHNUSURYA PROJECTS AND INFRA LIMITED

Sd/-
VENGATTE SANAL KUMAR
WHOLE-TIME DIRECTOR & CEO
DIN: 07546821

Date: 22nd July 2025
Place: Chennai

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NOTES

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting facility provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by CDSL on the resolution set forth in this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to all those members, whose names appear in the Register of Members or Register of Beneficial Owners received from the Depositories / Cameo Corporate Services Limited, the Company’s Registrar and Transfer Agents (“RTA”) as on Friday, 18th July 2025, (‘Cut-off date’) and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL for facilitating e-voting to enable the Members to cast their votes electronically.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.vishnusurya.com, websites of the Stock Exchange i.e., National Stock Exchange Limited (‘NSE’) at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
6. All the material and relevant documents referred to Explanatory Statements, shall be available for inspection through electronic mode from Thursday, 24th July 2025 till Friday, 22nd August, 2025, basis the request being sent on cs@vishnusurya.com, mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card or Aadhar Card attached to the email.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 18th July, 2025 being the cut-off date fixed for the purpose.

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8. The voting through electronic means will commence from 9:00 A.M. (IST) on Thursday, 24th July 2025 and ends at 5:00 P.M. (IST) on Friday, 22nd August, 2025. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.vishnusurya.com. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.
10. A Shareholders / Members cannot exercise his/her vote by proxy on Postal Ballot.
11. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared on or before Tuesday, 26th August 2025.
12. Resolution passed by Members with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
13. The result of the Postal Ballot shall be communicated to all the Stock Exchanges where the equity shares of the Company are listed. The Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 22nd August 2025, being the last date specified by the Company for e-voting.
14. Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, [LODR] and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by Central Depository Services (India) Limited (CDSL).

The facility for remote e-voting shall remain open from **9:00 A.M. (IST) on Thursday, 24th July 2025** and **ends at 5:00 P.M. (IST) on Friday, 22nd August 2025**. During this period, the members of the Company, holding shares in dematerialised form, as on the cut-off date, viz. Friday, 18th July 2025, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on **Friday, 22nd August 2025**.

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- B. 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.

- C. 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 aforesaid SEBI Circular, Login method for e-Voting **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	<ol style="list-style-type: none"> 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 Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon and New System Myeasi Tab and then enter your existing Myeasi username and password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for

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	<p>casting vote during the remote e-voting period. Additionally, there are 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login and New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL:https://eservices.nsdl.com either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. 4. Click on "Access to e-voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> a. Option to register is available at https://eservices.nsdl.com. b. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp c. Please follow steps given in points 1-5. <p>B. e-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/either on a personal computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your

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	<p>sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider - NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their DPs	<p>1. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>2. Once logged-in, you will be able to see the 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.</p> <p>3. Click on options available against Company name or e-voting service provider- NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

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

D. Helpdesk 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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-voting system in case of the non-individual shareholders in demat mode

E. Login method for e-Voting for shareholders other than individual shareholders holding securities in Dematerialized mode.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID

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Ph : +91-44-24950019, 044 47939125 Fax : +91-44-24950019 E-mail : info@vishnusurya.com

Branch Office: 1) No.13/1, Manish First Street, Gandhi Nagar, Aruppukottai P.O., Virudhunagar District, Tamilnadu-626101
Ph : +91-4566-240083

2) No.12, Mosavadi Village, Vandavasi Taluk, Thiruvannamalai District, Tamilnadu - 604503 Ph : +91-4182-299977

3) No. 809, 8th Floor, Arunachal Building, 19 Barakhamba Road, New Delhi- 110 001 Ph: 0114659536

4) 35, Survey No. 9 and 10, Kariyasandiram Village, Shoolagiri Taluk, Kariyasandiram, Krishnagiri, Tamil Nadu, 635105

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.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) 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.

(vi) 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 as mentioned in instruction (F)

(vii) After entering these details appropriately, click on “SUBMIT” tab.

F. 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.

G. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

H. Click on the EVSN 250722004 of VISHNUSURYA PROJECTS AND INFRA LIMITED.

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- I. 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.
- J. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- K. 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.
- L. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- M. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- N. 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.
- O. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- P. Additional Facility for Non – Individual Shareholders and Custodians**
- 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.

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- 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 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 at prabhakar@bpcorpadvisors.com and to the Company at the email address viz; cs@vishnusurya.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Q. Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/Depositories.

1. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. **For individual Demat shareholders**, please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding 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 22 55 33

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 at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 and 2 of the accompanying Notice dated 22nd July 2025

Item No. 1 and 2

Pursuant to the provisions of Section 188 of The Companies Act, 2013 (“the Act”), read with The Companies (Meetings of Board and its Powers) Rules, 2014 (“Rules”) and with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2021, effective from April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material

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modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Pursuant to the amendment to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2025, a transaction with a related party shall be considered material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed ₹50 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower. In terms of the said regulation, material related party transactions (RPTs) require prior approval of the shareholders through an ordinary resolution, even if such transactions are in the ordinary course of business and at arm's length basis.

To facilitate seamless business operations including contracting, rendering or availing of products and services, sale, purchase or supply of goods or materials, or buying, selling or otherwise dealing in property of any kind, between the Company and its related parties, the Company proposes to enter into transactions which, in aggregate, are expected to exceed the prescribed materiality thresholds. Accordingly, the approval of the Members is being sought for entering into such material related party transactions as detailed in the resolution. All the transactions will be carried out in the ordinary course of business and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 23rd May 2025 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their interest in the related party entities, if any, are concerned or interested in the resolution.

The Board recommends the resolution set out in Item No. 1 & 2 of the accompanying notice for the approval of the Members as an Ordinary Resolution.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

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MATERIAL RELATED PARTY TRANSACTIONS BY THE COMPANY

The details required as under the Listing Regulations in connection with the Material Related Party Transactions are given below

(Pursuant to the Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 issued by the Securities and Exchange Board of India on November 22, 2021)

ITEM NO. 1: PARTICULARS OF MATERIAL RELATED PARTY TRANSACTIONS WITH AGNI ESTATES AND FOUNDATIONS PRIVATE LIMITED

S NO	PARTICULARS	DETAILS
1.	Name of the related party	Agni Estates and Foundations Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Agni Estates and Foundations Private Limited is an entity under common promoters.
3.	Name of the Director or Key Managerial Personnel who is Related, if any	NIL
4.	Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement	Selling or otherwise disposing of, or buying, property of any kind and availing or rendering of any services for care & maintenance of all land parcels of the Company. Monetary value of transactions subject to a maximum of Rs. 50,00,00,000/- (Rupees Fifty Crores) through contracts/arrangements/ Memorandum of Understanding and shall be valid for Financial Year 2025-26.
5.	Tenure of the proposed transaction	Contracts is /are proposed to be executed during the financial year 2025-26.
6.	Value of the proposed transaction	Rs. 50.00 Crores (Rupees Fifty Crores Only)
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	21.69%
8.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	

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	<p>ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p>	Not Applicable
9.	Justification as to why the RPT is in the interest of the listed entity.	<p>Agni Estates is an established firm based in Chennai with over 35 years of experience and a strong project execution team. The firm has demonstrated its capabilities in handling challenging terrains and has strong public coordination, particularly in rough or mangled environments.</p> <p>We are currently driving multiple projects related to water distribution pipelines systems in and around Chennai. Agni Estates has expressed their intent to work on and complete the assigned portion of the project, if awarded. Based on their previous performance in other projects, and considering all relevant factors, we propose to enter into contract to Agni Estates.</p>
10.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
12.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

ITEM NO. 2: PARTICULARS OF MATERIAL RELATED PARTY TRANSACTIONS WITH GARUDA AEROSPACE PRIVATE LIMITED:

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S NO	PARTICULARS	DETAILS
1.	Name of the related party	Garuda Aerospace Private Limited
2.	Nature of relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	The promoter of the entity is Related to Promoter and promoter group of the Company.
3.	Name of the Director or Key Managerial Personnel who is Related, if any	NIL
4.	Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement	Purchase / Sale of Drone and surveillance Service
5.	Tenure of the proposed transaction	Contracts is /are proposed to be executed during the financial year 2025-26.
6.	Value of the proposed transaction	Rs. 25 Crores
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	10.84%
8.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	i) details of the source of funds in connection with the proposed transaction;	
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
9.	Justification as to why the RPT is in the interest of the listed entity.	<p>Garuda Aerospace is a leading Drone company which involves in the manufacture and servicing of unmanned drones specifically for agriculture sector and surveillance.</p> <p>In large-scale projects such as water distribution, lift irrigation, and marine or road infrastructure, where the distance covered is extensive, manual mapping of the project area can be time-consuming and inefficient. However, with the help</p>

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	CIN: U63090TN1996PLC035491	CSF No. 33AADCS073517E or drones, the entire stretch can be accurately mapped, and any obstructions can be easily identified, enabling the project to be executed in a well-planned and time-bound manner. Similarly, for road and marine projects, the use of drones for mapping and analyzing critical points will enhance efficiency and lead to significant cost savings. In this regard, Vishnusurya has proposal to engage for the Purchase / Sale of Drone and mapping Service with Garuda Aerospace.
10.	A copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
12.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 1 and 2 of this Notice, for approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item nos. 1 and 2 of this Notice.

By Order of the Board of Directors
For VISHNUSURYA PROJECTS AND INFRA LIMITED

Date: 22nd July 2025

Place: Chennai

Sd/-
VENGATTE SANAL KUMAR
WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER
DIN: 07546821

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