



VRUNDAVAN

Plantation Limited



To,
Corporate Relation Departments,
Bombay Stock Exchange Ltd.,
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

Date: - 01st September, 2025

Scrip Code: 544011; ISIN: INE0Q6901013

Dear Sir,


Sub: - OUTCOME OF THE BOARD MEETING

With reference to the cited subject we hereby submit the following outcome of meeting of the Board of Directors of the Company held on **Monday, September 01, 2025** at **03:00 P.M.** at the Registered Office of the Company and concluded at **04:20 PM**:

1. Considered and approved the draft of Notice of 03rd Annual General Meeting for the year ending 31st March, 2025.
2. Considered and approved the draft of Director's Report along with the annexures for the year ending 31st March, 2025.
3. The board recommended to appoint M/s. Sonu Jain & Co., Practicing Company Secretaries, as secretarial auditors of the company for a term of five consecutive financial years to the shareholders in the ensuing Annual General Meeting.
4. Appointment of Sonu Jain, Company Secretaries, as the Scrutinizer of the Company for the 03rd Annual General Meeting.
5. Appointment of M/s P H P & Associates, Chartered Accountants as Internal Auditor of the company for the FY 2025-26

Detailed information as required under Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, in respect of aforesaid appointment is given in '**Annexure A**' to this outcome.

 **Phone**
079 35201135

 **Email**
info@vrundavannursery.com
www.vrundavanplantation.com

 **Address**
307, Sun Avenue One
Manekbaug, A'bad-06



VRUNDAVAN

Plantation Limited



Further, we hereby submit the following information for the ready reference of the Members of the Company:

SRN	Particulars	Remarks
1	Cut-off date for Notice entitlement	Friday, August 29, 2025
2	Name of Scrutinizer	Ms. Sonu Jain, Practicing Company Secretary
3	Cut-off date for E-voting	Friday, September 19, 2025
4	E-voting start date & time	Friday, September 26, 2025 09:00 AM
5	E-voting end date & time	Sunday, September 28, 2025 05:00 PM
6	Announcement of Voting Results	Within 2 (two) working days from the conclusion of the Meeting
7	Date of Annual General Meeting	Monday, September 29, 2025 12:30 PM
8	Mode of Annual General Meeting	Physical Meeting

Please take the same on record.

Thanking You,

Yours Faithfully.


FOR VRUNDAVAN PLANTATION LIMITED

UPENDRA UMASHANKAR TIWARI

MANAGING DIRECTOR

DIN: 09630205

 **Phone**
079 35201135

 **Email**
info@vrundavannursery.com
www.vrundavanplantation.com

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Annexure A

Details as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

SRN	PARTICULARS	Prashant H.Patel, Proprietor P H P & ASSOCIATES	Sonu Jain, Proprietor Sonu Jain & Co.
1	reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise;	Appointment	Appointment
2	Date of appointment/re-appointment/cessation (as applicable) & term of appointment/re-appointment;	FY 2025-2026	September 01, 2025 For a term of five (5) consecutive years commencing from April 1, 2025 till March 31, 2030 subject to the shareholders' approval at the ensuing AGM
3	Brief profile	Mr. Prashant Patel is a Chartered Accountant having experience of almost a decade in the field of Accounts, Audit and Taxation.	She is Member of The ICSI Since 2018 and started the firm Sonu Jain & Co., Practicing Company Secretaries in July, 2020 to serve the needs of entrepreneurs in secretarial and legal aspects of their business. She is having an experience of more than 7 years in dealing with matters relating to Company Law, Securities Laws, Corporate Governance matters, Legal Due Diligence, Listings.
4	Disclosure of relationships between directors (in case of appointment of a director)	NA	NA

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VRUNDAVAN

Plantation Limited



Date: 01-09-2025

To
General Manager-Listing
Corporate Relationship Department
BSE Limited
P.J. Towers, Dalal Street,
Mumbai-400001

Dear Sir/Madam,

SUB: NOTICE OF 03rd ANNUAL GENERAL MEETING OF THE COMPANY

Pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of 03rd Annual General Meeting of the members of the Company scheduled to be held on Monday, 29th September, 2025 at 12:30 PM at 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, AHMEDABAD, GUJARAT, INDIA, 380006.

Further, in Compliance with Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual Report for the Financial Year ended on March 31, 2025 will be submitted to the Stock Exchange in due course.

Kindly take the same on your record.

Thanking You,

Yours faithfully,

FOR VRUNDAVAN PLANTATION LIMITED


UPENDRA UMASHANKAR TIWARI

MANAGING DIRECTOR

DIN: 09630205

Encl: A/a

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079 35201135

 **Email**
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 **Address**
307, Sun Avenue One
Manekbaug, A'bad-06

VRUNDAVAN PLANTATION LIMITED
(Formerly Known as VRUNDAVAN PLANTATION PRIVATE LIMITED)

CIN: L02003GJ2022PLC137749

**Registered Office: 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, AHMEDABAD,
GUJARAT, INDIA, 380006**

Ph: 079 3520 1135

E-mail: cs@vrundavanplantation.com

NOTICE

NOTICE is hereby given that the **Third (03)** Annual General Meeting of the members of **VRUNDAVAN PLANTATION LIMITED** (formerly known as Vrundavan Plantation Private Limited) will be held on **MONDAY 29TH SEPTEMBER, 2025 AT 12:30 PM** at the Registered Office of the Company situated at 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, AHMEDABAD, GUJARAT, INDIA, 380006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the company which includes Audited Balance Sheet as at March 31st, 2025, the Statement of Profit and Loss Account, Cash Flow Statement & Notes forming part of the Financial Statements for the year ended on that date together with the Auditor's Report thereon and Report of the Board of Directors.

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

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board and Auditors thereon laid before the Members, be and are hereby considered and adopted."

2. To appoint Mr. Vishal Tiwari (DIN: 08530704), who retire by rotation and being eligible, offers himself for re-appointment as Director.

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

"RESOLVED THAT Mr. Vishal Tiwari (DIN: 08530704), who retires by rotation and eligible for reappointment, subject to the approval of shareholders in the Annual General Meeting, be and is hereby appointed as Director of the Company."

RESOLVED FURTHER THAT any director or Key Managerial Personal of the Company be and are hereby severally authorized to file necessary documents and forms with the Registrar of Companies and to do all such acts, deeds, matters and things as deem necessary, proper or desirable for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

3. To approve the appointment of M/S SONU JAIN & CO., Company Secretaries as Secretarial Auditors of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, read with Section 204 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act, if any, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and Rules framed thereunder and upon recommendation of the Audit Committee and Board, **M/S. SONU JAIN & CO.**, Company Secretaries (Certificate of Practice No. **23090**) be and is hereby appointed as Secretarial Auditor of the Company for a period of five consecutive years commencing from the financial year **2025-26 to 2029-30** on such remuneration as may be mutually agreed upon between the Board and Secretarial Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

By the Order of the Board of Directors
VRUNDAVAN PLANTATION LIMITED
(formerly known as VRUNDAVAN PLANTATION PRIVATE LIMITED)

Date: 01.09.2025
Place: Ahmedabad

SD/-
UPENDRA UMASHANKAR TIWARI
Managing Director
DIN: 09630205

SD/-
VISHAL TIWARI
Director
DIN: 08530704

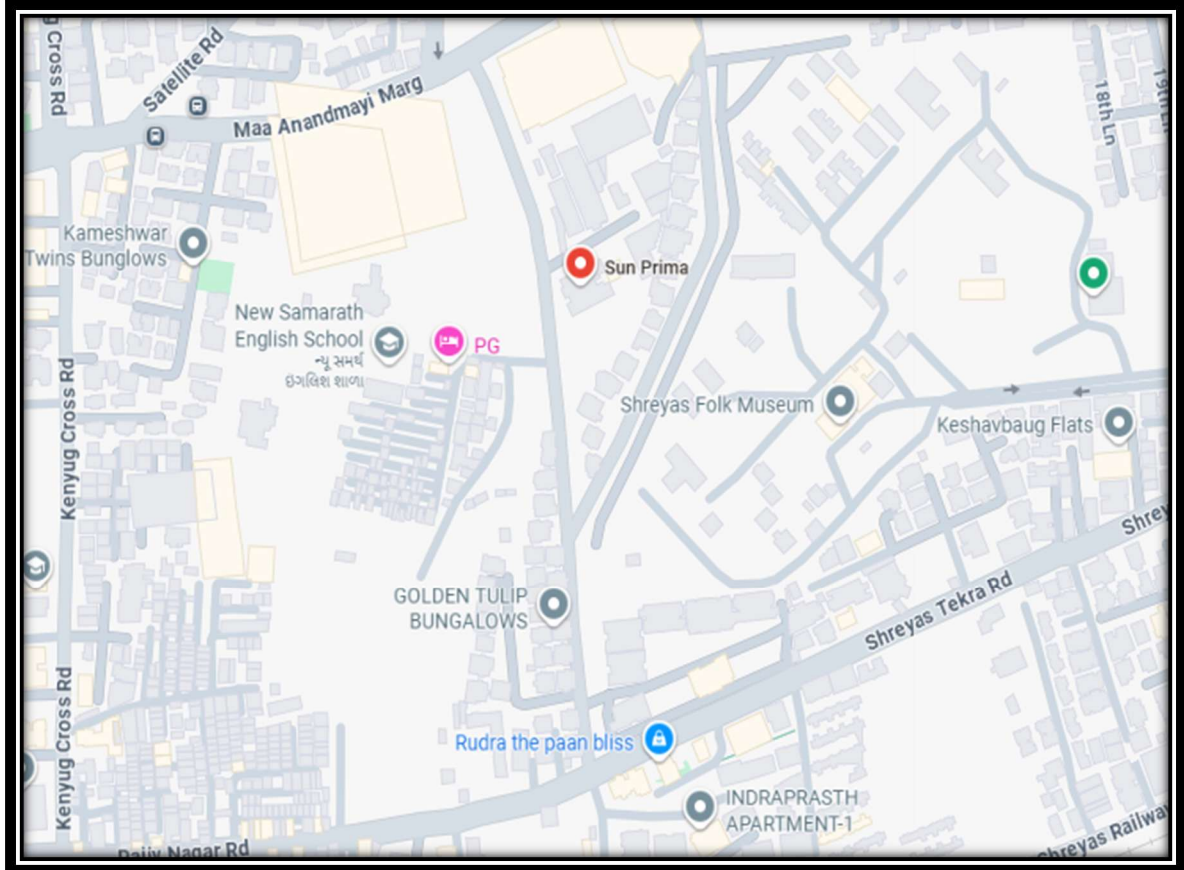
NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on August 29, 2025 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the said date.
3. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
5. Members/proxies should bring the Attendance Slip duly filled in for attending the meeting. The form of attendance slip and proxy form are attached at the end of the Annual Report.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. The Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Section 72 of the Companies Act, 2013 extends nomination facility to individual shareholders of the Company. Therefore, shareholders willing to avail this facility may make nomination in Form SH-13 as provided in the Companies (Share Capital and Debentures) Rules, 2014.

Members desirous of seeking any information as regards the accounts are requested to write to the Directors at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.

ROUTE MAP TO THE VENUE OF THIRD ANNUAL GENERAL MEETING

Third (3RD) Annual General Meeting of VRUNDAVAN PLANTATION LIMITED (formerly known as VRUNDAVAN PLANTATION PRIVATE LIMITED) will be held on Monday, 29th September, 2025 at 12:30 P.M. at 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, AHMEDABAD, GUJARAT, INDIA, 380006.



VRUNDAVAN PLANTATION LIMITED
(Formerly Known as VRUNDAVAN PLANTATION PRIVATE LIMITED)

CIN: U02003GJ2022PTC137749

**Registered Office: 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI NA AHMEDABAD GJ
380006 IN**

Ph: 079 3520 1135

E-mail: cs@vrundavanplantation.com

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)]*

Name of the member (s):	
Registered Address:	
E-mail Id:	
Folio No./D.P. Id/ Client Id:	

I/We, being the member(s) of VRUNDAVAN PLANTATION LIMITED, holding _____ shares of the above named company, hereby appoint:

1) Name:

Address:

E-mail Id:

Signature:

or

failing him;

2) Name:

Address:

E-mail 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 Third **(03)** Annual General Meeting of the Company, to be held on Monday, September 29, 2025 at 12:30 P.M. at the Registered Office of the Company situated at **307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI, AHMEDABAD, GUJARAT, INDIA, 380006** and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the company which includes Audited Balance Sheet as at March 31st, 2025, the Statement of Profit and Loss Account, Cash Flow Statement & Notes forming part of the Financial Statements for the year ended on that date together with the Auditor's Report thereon and Report of the Board of Directors.
2. To appoint Mr. Vishal Tiwari (DIN: 08530704), who retire by rotation and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS:

3. To approve the appointment of M/S SONU JAIN & CO., Company Secretaries as Secretarial Auditors of the Company.

Signed thisday of 2025

Signature of Shareholder

Signature of Proxy holder(s)



Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company, not less than 48 hours before the commencement of the meeting.

VRUNDAVAN PLANTATION LIMITED
(Formerly Known as VRUNDAVAN PLANTATION PRIVATE LIMITED)

CIN: U02003GJ2022PTC137749

**Registered Office: 307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI NA AHMEDABAD GJ
380006 IN**

Ph: 079 3520 1135

E-mail: cs@vrundavanplantation.com

ATTENDANCE SLIP

Regd. Folio No.

Third (03) Annual General Meeting – Monday, September 29, 2025

I certify that I am a member/ proxy for the member of the Company.

I hereby record my presence at the **Third (03) Annual General Meeting** of the Company held on **Monday, September 29, 2025** at 12:30 P.M. at the Registered Office of the Company situated at **307, SUN AVENUE ONE, NR. SUN PRIMA, AMBAWADI NA AHMEDABAD GJ 380006 IN.**

*Member's/ Proxy's Name in Block Letter

*Member's/ Proxy Signature

Note:

1. Member/ Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.

2. The copy of the Notice may please be brought to the Meeting Hall.

* Strike out whichever is not applicable.

* * Applicable only in case of investors holding shares in Electronic Form.

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

The remote e-voting period begins on Friday, 26th September, 2025 at 9:00 A.M. and ends on Sunday, 28th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September, 2025

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
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

	<p>service provider for casting your vote during the remote e-Voting period. 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.</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 & 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 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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 have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssonuj@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to **Hardikkumar Thakkar** at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@vrundavanplantation.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@vrundavanplantation.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

The following Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, sets out all material facts relating to the items of Special Businesses set out in this Notice of Annual General Meeting (“AGM”).

ITEM No.3:

As the Members are aware that hitherto the Company was appointing Secretarial Auditor for conducting the secretarial audit in accordance with the provisions of Companies Act, 2013 and rules framed thereunder and their report was being presented to the Members along with the Directors Report. Further, the attention of the Members is drawn that the SEBI has vide its notification dated 12th December, 2024 notified amendments in Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and prescribed that every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and also prescribed that the appointment of the Secretarial Auditor shall be with the approval of the Members in the Annual General Meeting for a term of not more than five consecutive years.

Accordingly, the Board of Directors of the Company upon the recommendation of Audit Committee had approved the appointment of **M/S. SONU JAIN & CO.**, Company Secretaries, holding Certificate of Practice No. **23090**, who are peer reviewed firm, as Secretarial Auditor of the Company for a period of consecutive five years commencing from the financial year 2025- 26 to 2029-30, at a remuneration at such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.

The Secretarial Auditor confirmed its eligibility and provided the necessary documents, including the consent letter, peer review certificate and eligibility confirmation.

None of the Directors & Key Managerial Personnel of the Company including their relatives are concerned or interested, financially or otherwise, in the said Resolution.

BRIEF PROFILE OF SONU JAIN & Co. PRACTICING COMPANY SECRETARIES (SECRETARIAL AUDITORS).

Sr. No.	Particulars	Details
1	Name of Secretarial Auditors.	Sonu Jain
2	Name of the Secretarial Auditors Firm	Sonu Jain & Co.
3	Type of Firm	Proprietorship
4	Type of Membership of Auditor Member	Associate
5	ICSI Membership Number	56519
6	Certificate of Practice Number	23090
7	Peer Review Registration Number if any	6476/2025
8	Validity of Peer Review Certificate	28 th February, 2030

9	Associate Membership since	24.09.2018
10	Certificate of Practice held since	29.05.2020
11	Term (Period of Appoint)	5 Years from 01/04/2025 to 31/03/2030.
12	Remuneration proposed	At such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company for Audit Fees and other miscellaneous certification fees.
13	Any other fees/expenses to be paid	Reimbursement of actual audit and other related expenses.
14	Experience and Brief Profile of the Auditors and Audit Firm.	5 years of Professional Experience as Practicing Company Secretary has rich experience in Corporate Legal Compliance Management, and dealing with compliance of various stock exchanges, SEBI and other legal compliances of many listed companies and unlisted companies.

Your Directors recommend the Ordinary Resolution under Item No.3 of the notice for approval of the members.

Brief resume of Directors being appointed/re-appointed (in pursuance of Regulation 36(3) (a) of the Listing Regulations) and Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS-2) regarding Director seeking appointment / reappointment

Annexure I

Sr No.	Particulars	Details
1	Name	Vishal Tiwari
2	Father's Name	Upendra Tiwari
3	Director Identification Number	08530704
4	Date of birth	09.03.1998
5	Age	27
6	Nationality	Indian
7	Date of appointment	26.12.2022
8	Resignation (from listed Companies in last three years)	NA
9	Expertise in Specific Functional Area	Integrated Master of Design
10	Brief Resume & Experience	He is Pursuing Integrated Master of Design from Gujarat University, Ahmedabad. He possess deep insight into design and creative aspects including Creating garden

		designs on paper, Analyze natural and manmade elements of the area including soil, slope, drainage and natural vegetation, lighting and other construction projects. He direct, coordinate, and oversee operations activities as professional.
11	Qualifications	Integrated Master of Design
12	No. of Board meetings attended	10 (Ten)
13	List of other than Indian Directorships/partnership held (Directorship/Membership/Chairmanship of Committees of Board)	NIL
14	Details of remuneration last drawn (during the Financial Year 2024-25)	For remuneration details, please refer to the Board's Report
15	Number of Shares held in the Company (31-03-2025)	60,000
16	Relationship with other Directors	Son of Mr. Upendra Tiwari, Managing Director of the company
17	List of Directorships held in other Companies	VRUNDAVAN HOUSE OF ROOTS PRIVATE LIMITED AMRUTAM WATER TECH LLP
18	Chairmanship/Membership of the Committees of the other Board	NA
19	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19	Not debarred from holding the office of director pursuant to any SEBI order or any such authority.