



VIPUS ADVANCED MATERIALS PVT.LTD

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF M/S.VIPUS ADVANCED MATERIALS PRIVATE LIMITED WILL BE HELD ON MONDAY THE 22ND DAY OF SEPTEMBER 2025 AT 11:30 A.M. THROUGH VIDEO CONFERENCE/OTHER AUDIO VISUAL MEANS (VC/OAVM) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon

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

“RESOLVED THAT the audited standalone financial statements of the Company including the Balance Sheet as at March 31, 2025, along with the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Schedules, Notes, Reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

**By Order of the Board of Directors
Vipus Advanced Materials Private Limited**

Sd/-
Anbu
Company Secretary

Date: 08/09/2025

Place: Chengalpattu

NOTES

1. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”) pertaining to holding of general meetings (collectively referred to as “MCA Circulars”) has permitted companies to hold Annual General Meetings through Video Conferencing (“VC”) or Other Audio Visual Means



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- (“OAVM”) till September 30, 2025. In accordance with the MCA circulars, the AGM of the Company shall be held through VC/OAVM.
2. In line with the aforesaid MCA circulars, the Notice of the AGM and the Annual Report for the financial year 2024-25 will be sent only in electronic mode to those Members whose email addresses are registered with the Company. Accordingly, physical copies of the Notice and Annual Report will not be sent. Additionally, Notice of the AGM for the financial year 2024-25 is also available on company's website at <https://www.vipusmaterials.com/general-meeting-notice> .
 3. In terms of Section 107 of the Companies Act, 2013 read with the rules made thereunder, the members can cast their vote by way of show of hands in respect of the business to be transacted at the AGM.
 4. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and to vote at a general meeting on behalf of a Member who is not able to attend personally. However, in compliance with the MCA Circulars, there is no requirement of appointment of proxy for this AGM, since for the AGM under this framework, physical attendance of the Members in any case has been dispensed with.
 5. Hence, instructions related to proxy and proxy form are not provided in this Notice. However, pursuant to Section 112 and 113 of the Companies Act, 2013, the representatives of the Corporate Members may be appointed for the purpose of voting through show of hands or for participation and voting at the AGM held through VC/OAVM. Corporate Members intending to authorise their representatives to participate and vote at the AGM are requested to send a duly certified copy of the Board resolution to the Company at email id secretarial@vipusmaterials.com, on or before the date of the AGM, authorizing its representative(s) to attend through VC/OAVM and vote on their behalf during the AGM.
 6. Since this AGM is held through Video Conference/Other Audio Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
 7. The “Deemed venue” for the AGM shall be Plot No.140,151,GST Road, Estancia IT Park, Vallanchery, Guduvanchery(Post), Kancheepuram – 603202.
 8. In terms of Article 42 of the Articles of Association of the Company, being a private limited company, a general meeting may be convened by giving not less than seven



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days' notice. Accordingly, the requirement of obtaining members' consent for shorter notice under Section 101 of the Companies Act, 2013 stands dispensed with.

9. No physical attendance is allowed at the AGM. The attendance of the Members attending the AGM through VC/OAVM shall only be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Members will be allowed to pose questions during the Meeting. The queries can also be given in advance to secretarial@vipusmaterials.com.
11. The Register of Members under Section 88 of the Companies Act, 2013, 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 maintained under Section 189 of the Act, and all other relevant documents referred to in this Notice will be available for electronic inspection by the Members before as well as during the AGM. Members seeking to inspect the documents are requested to send an e-mail to Secretarial@vipusmaterials.com with their name, folio number/DP ID-Client ID and a copy of the PAN. On receipt of the request, the documents will be made available electronically.”

Dematerialisation of Shares:

12. Members are hereby informed that in terms of provisions of the Companies Act, 2013 read with Rule 9B of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended), every private company which is not a “small company” is required to issue and hold securities only in dematerialised form and to facilitate dematerialisation of all its existing securities.
13. Accordingly, Members holding shares in physical form are requested to dematerialise their holdings at the earliest. Please note that dematerialisation will also be a **pre-condition for participation in any future issue of shares or capital infusion by the Company**, in line with its business growth plans.
14. For any clarification or assistance regarding dematerialisation, Members may contact the Company at secretarial@vipusmaterials.com (or)



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Registrar & Transfer Agent (RTA)

Name: Integrated Registry Management Services Private Limited

Address : 2nd Floor, Kences Towers, No.1 Ramakrishana Street, North Usman Road, T Nagar Chennai – 600017

Email-id: yuvraj@integratedindia.in

Registration as speaker at the AGM:

15. Members who wish to raise query at the AGM may register themselves as ‘Speaker’ by sending request to the said effect from their registered e-mail address, to e-mail ID: secretarial@vipusmaterials.com quoting their name, Folio number/ DP Id and Client Id, on or before Monday, September 15, 2025.
16. Further, the Company reserves the right to restrict the number of questions to be addressed at the AGM, depending on the availability of time and to ensure the smooth conduct of the meeting. However, the Company will endeavour to respond subsequently, via e-mail to the registered e-mail address of the respective Members, to those questions which remain unanswered during the meeting.

Instructions for Joining the AGM are as follows:

17. The Link for joining the virtual Meeting shall be <https://meet.zoho.com/Vipusagm2024-25>. The User-id and the password for joining the virtual meeting shall be shared to those Members who have registered their e-mail ID with the Company.
18. Those shareholders who have not registered their e-mail ID are requested to register or update their e-mail ID with the Company by sending an email to secretarial@vipusmaterials.com.
19. *Additional information for Joining the virtual Meeting: -*
 - a. Members are requested to join the meeting through the following link: <https://meet.zoho.com/Vipusagm2024-25>. Thereafter, please enter your name and the password provided to those Members who have registered their e-mail ID with the Company.
 - b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential



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- c. Shareholders are encouraged to join the Meeting through Laptops/iPad for better experience.
- d. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e. 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.

**By Order of the Board of Directors
Vipus Advanced Materials Private Limited**

Sd/-
Anbu
Company Secretary

Date: 08/09/2025

Place: Chengalpattu