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NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF M/S.VIPUS ADVANCED MATERIALS PRIVATE LIMITED WILL BE HELD ON TUESDAY THE 29TH DAY OF SEPTEMBER 2026 AT 03:00 P.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, 2026, together with the Reports of the Board of Directors and the Auditors thereon

*To consider and if thought fit to pass, with or without modification(s), 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, 2026, 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."

SPECIAL BUSINESS:

2. To Amend the Clause 42 of the Articles of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof) and subject to approvals, permissions and sanctions from the appropriate authority, the consent of the members be and is hereby accorded to amend the clause 42 of the Articles of Association ("AOA") of the Company in the manner set out herein below:



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(i) Substitution of the word:-

In the sub clause (i) the sentence "A general Meeting shall be called by giving not less than seven days' notice.", the word "**shall**" be substituted with the word "**may**".

(ii) Insertion of new sub-clause: -

The following new sub-clause (ii) be inserted after the sub clause (i) of clause 42

(ii) The Notice of any General Meeting of the Company need not be hosted on the website of the Company; provided that the Board may, at its discretion, host such Notice on the website of the Company

RESOLVED FURTHER THAT post the aforesaid substitution and insertion, the amended Clause 42 of the Articles of Association of the Company shall read as under:

(i) All general meetings other than annual general meeting shall be called extraordinary general meeting. A general Meeting may be called by giving not less than seven days' notice.

(ii) The Notice of any General Meeting of the Company need not be hosted on the website of the Company; provided that the Board may, at its discretion, host such Notice on the website of the Company.

RESOLVED FURTHER THAT any one of the directors or the Company Secretary of the Company be and are hereby severally authorized to take all such actions and to file the necessary e-forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or incidental to give effect to the aforesaid resolutions."

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

Sd/-
Anbu
Company Secretary

Date: 25-09-2025

Place: Chengalpattu



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NOTES

1. General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 09/2024 dated September 19, 2024 and the latest General Circular dated September 22, 2025 being 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 ("OAVM") till further orders, without the physical presence of the members of the Company. 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 2025-26 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 2025-26 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.



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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, the Annual General Meeting may be convened by giving not less than seven days' notice to the members. As the 3rd Annual General Meeting of the Company is proposed to be convened at shorter notice, the members are requested to provide their consent for convening the meeting at shorter notice. The format of the consent for shorter notice will be circulated separately to the respective members.
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."

Registration as speaker at the AGM:

12. 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 Tuesday, September 29, 2026.



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13. 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:

14. The Link for joining the virtual Meeting shall be <https://meeting.zohocorp.com/Vipusagm2025-26> .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.
15. 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.
16. Additional information for Joining the virtual Meeting: -
- a. Members are requested to join the meeting through the following link: <https://meeting.zohocorp.com/Vipusagm2025-26>. 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
 - 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.



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

Special Business

Item no.02:

The Board of Directors, at its meeting held on September 25, 2026, considered and recommended certain amendments to Clause 42 of the Articles of Association ("AOA") of the Company.

The proposed amendments to Clause 42 are as follows:

(i). Substitution of the word "shall" with "may":

The existing Clause 42(i) provides that:

"A General Meeting shall be called by giving not less than seven days' notice."

It is proposed to substitute the word "shall" with the word "may", so that the provision shall read:

"A General Meeting may be called by giving not less than seven days' notice."

The proposed amendment is intended to provide flexibility to the Company in relation to the convening of General Meetings in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

(ii). Insertion of provision relating to hosting of Notice on the website:

It is further proposed to insert a new sub-clause (ii) in Clause 42 of the AOA to provide that the *Notice of any General Meeting of the Company need not be hosted on the website of the Company*. However, the Board of Directors may, at its discretion, host such Notice on the website of the Company.

The proposed provision is intended to provide the Company with flexibility regarding hosting of the Notice of General Meetings on the Company's website, while retaining the discretion of the Board to host such Notice where it considers appropriate.

The above amendments are proposed in accordance with the flexibility available to



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private companies under Notification No. G.S.R. 464(E) dated June 5, 2015 issued by the Ministry of Corporate Affairs under the Companies Act, 2013, whereby Section 101, inter alia, applies to a private company unless otherwise specified in the respective section or the Articles of Association of the private company provide otherwise.

The proposed amendments are limited to the aforesaid provisions of Clause 42 and are not intended to alter any other applicable requirements relating to the convening and conduct of General Meetings.

A copy of the proposed amended Articles of Association of the Company will be available for inspection by the Members on any working day between 10:00 A.M. and 5:00 P.M. at the Registered Office of the Company. The same will also be made available for inspection by the Members at the venue of the meeting, both in physical and electronic form.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the members by way of a Special Resolution.

Hence, the Board of Directors recommends the *Special Resolution* set out in the item no.02 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

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

Sd/-
Anbu
Company Secretary

Date: 25-09-2026

Place: Chengalpattu