NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (AGM) of the Members of Virat Industries Limited will be held on Tuesday, September 30, 2025 at 11.00 A.M through Video Conference/Other Audio-Visual Means (VC'), to transact the following business.

ORDINARY BUSINESS

1. **To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, the report of the Auditors' thereon, and the report of the Board of Directors.**

2. **To appoint a director in place of Shri. Adi F. Madan (DIN: 00023629) who retires by rotation and, being eligible, offers himself for re-election**

SPECIAL BUSINESS

3. **Appointment of M/s. Vishal Dewang and Associates as Secretarial Auditor of the Company for the Financial 2025-26 to 2029-30**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of **M/s Vishal Dewang & Associates**, Company Secretaries (Firm Registration No. S2010GJ145700) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from the financial year 2025-26 to the financial year 2029-30, on such terms and conditions, including remuneration, as may be mutually agreed upon between the Managing Director and the Secretarial Auditor.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to negotiate, finalize, and execute the agreement/letter of engagement with **M/s Vishal Dewang and Associates** and to determine the remuneration payable to the Secretarial Auditor for each financial year, subject to compliance with applicable laws.

   RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

4. **To appoint Smt. Supriya Anil Shete (DIN: 08719731) as a Non-Executive Independent Director 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Smt. Supriya Anil Shete (DIN: 08719731),** who was appointed as additional director of the company by board with effect from 13/08/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting and has submitted a declaration under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 years from [13/08/2025] to [12/08/2030] and shall not be liable to retire by rotation".

5. To appoint Smt. Neha Tikam (DIN: 11273578) as a Non-Executive Independent Director 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Smt. Neha Tikam** (DIN: 11273578), who was appointed as additional director of the company by board with effect from 02/09/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting and has submitted a declaration under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 years from [02/09/2025] to [01/09/2030] and shall not be liable to retire by rotation".

6. To appoint Shri. Vilas Potdar (DIN: 02115291) as a Non-Executive Independent Director 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 Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Vilas Potdar (DIN: 02115291), who was appointed as additional director of the company by board with effect from 02/09/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting and has submitted a declaration under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of 5 years from [02/09/2025] to [01/09/2030] and shall not be liable to retire by rotation".

7. To appoint Shri. Bhavook Chandraprakash Tripathi (DIN: 02198554) as a Non-Executive Non-Independent Director of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Bhavook Chandraprakash Tripathi (DIN: 02198554), who was appointed as additional director of the company by board with effect from 02/09/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. September 02, 2025.".

8. **To appoint Smt. Namrata Dudaney (DIN: 09639072) as a Non-Executive Non-Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. Namrata Dudaney (DIN: 09639072), who was appointed as additional director of the company by board with effect from 02/09/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. September 02, 2025.".

9. **To appoint Shri. Vijay Sane (DIN: 06748648) as a Non-Executive Non-Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Vijay Sane (DIN: 06748648), who was appointed as additional director of the company by board with effect from 02/09/2025 in terms of Section 161 of Companies Act, 2013 to hold office up to the date of Annual General Meeting be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation, with effect from the original date of appointment i.e. September 02, 2025.".

10. **To approve change in the name of the Company and consequent amendments in the Memorandum of Association and 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(s) 4, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and any other applicable law(s), regulation(s), rule(s) or guideline(s), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and Regulation 45 of the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to the approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs and subject to the approval of Shareholders in general meeting or any other authority as may be necessary, the consent of the Board be and is hereby given to change the name of the Company from **Virat Industries Limited** to **Brahm Well-being & Lifestyle Corporation Limited**.

"**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be substituted by the following:

'The Name of the company is **Brahm Well-being & Lifestyle Corporation Limited**.

"**RESOLVED FURTHER THAT** Clause of the Articles of Association of the company be substituted by the following:

"The Company" means **Brahm Well-being & Lifestyle Corporation Limited**

RESOLVED FURTHER THAT pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "Virat Industries Limited" wherever as appearing in the Memorandum of Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name Brahm Well-being & Lifestyle Corporation Limited.

"**RESOLVED FURTHER THAT** all the directors of the company, Chief Financial Offer or Company Secretary of the company be and are hereby severally authorized to file all the necessary forms and / or returns and make application(s) to the ROC and / or to Central Government, stock exchanges and / or any other statutory authorities, to act, represent and/or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favour of any person(s) / official(s) etc., to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this Resolution."

11. Power to give loans or invest funds of the company in excess of the limits specified under section 186 of the Companies Act, 2013

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 the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to a maximum aggregate amount of Rs. **500,00,00,000 (Rupees Five Hundred Crores),** outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60 percent of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.

12. To consider and adopt new 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 14 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt a new set of Articles of Association in substitution for, and to the entire exclusion of, the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

By Order of the Board of Directors
For, **Virat Industries Limited**

Registered Office:
A-1/2, GIDC Industrial Estate, Kabilpore,
Navsari 396 424, Gujarat
Place: Mumbai
Date: September 02, 2025

Adi F. Madan
Managing Director
DIN: 00023629

NOTES:

A. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

The deemed venue for the AGM shall be the registered office of the Company.

B. The Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts relating to the special businesses to be transacted at the 35th AGM is annexed hereto.

C. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM, participate thereat, and cast their votes on e-Voting.

D. Corporate Members are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting. The said Resolution shall be sent to the Company by email through its registered email address to factory@viratindustries.com.

E. Dispatch of Notice and Annual Report through Electronic Mode:

In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The notice of AGM along with Annual Report for the financial year 2024 – 2025, is available on the website of the Company at www.viratindustries.com on the website of the Stock Exchange-www.bseindia.com. The AGM Notice is also disseminated on the website of MUFG Intime India Private Limited (Formerly Link Intime India Private Limited agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e., https://instavote.linkintime.co.in

F. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the Members the facility to exercise their right to vote at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited.)

G. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

H. Members attending the AGM through VC / OAVM should note that those who are entitled to votebut have not exercised their right to vote by remote e-voting, may vote during the AGM throughe-voting for all businesses specified in the Notice. The Members who have exercised their rightto vote by remote e-voting may attend the AGM but cannot vote during the AGM.

I. The Register of Members and the Share Transfer Books will be closed from **September 24, 2025 to September 30, 2025**, (including both dates) for determining the names of members eligible fordividends on equity shares, if declared.

J. SEBI has mandated the submission of Permanent Account Number (PAN), proof of identity, address and bank details by every participant in the securities market. Members holding sharesin electronic form are, therefore, requested to submit the said documents to their Depository Participant(s). Members holding shares in physical form shall submit the documents to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited.)

K. Members are informed that the facility of dematerialization of shares of the Company is available and members are advised to go for that by approaching concerned DPs. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as henceforthit will not be possible to transfer shares held in physical mode.

L. Members desiring any information, as regards the Accounts, are requested to write to the Company at least 07 days before the date of the meeting at factory@viratindustries.com to enable the management to keep the information ready.

M. Members are requested to send all communication relating to shares to the Company's Registrar & Transfer Agent- MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C 101, 247 Park, L. B. S. Marg, Vikhroli, West, Mumbai 400083; Tel No. 022 49186000, E-mail Address: rnt.helpdesk@linkintime.co.in. Members holding shares in dematerialized form should address all the correspondence to theirrespective Depository Participants (DPs).

N. Members who wish to claim dividends, which remain unpaid, are requested to correspond with our Registrar and Share Transfer Agent (RTA) i.e. M/s MUFG Intime India Private Limited (Link Intime India Private Limited) on abovementioned address. Members are requested to note that dividends not encashed/claimed within seven years will be transferred to Investor Education and Protection Fund of Government of India. Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to IEPF as per Section 124 of the Act, read with applicable IEPF rules.

O. Process of Registration of email ID and Bank Account details:

1. **In the case of Shares held in Physical mode:**

   Kindly login to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details, upload the required documents and submit.

2. **In the case of Shares held in Demat mode:**

   The shareholder may please contact the Depository Participant ("DP") and register the emailaddress and bank account details in the demat account as per the process followed and advised by the DP.

P. E-voting

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of theCompanies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their right to vote at the 35th Annual General Meeting(AGM) on the items mentioned in the notice by electronic means through e-voting Services provided by MUFG Intime India Private Limited (Formerly Link Intime India

Private Limited.). **The e-voting shall be open on September 27, 2025 from 9.00 AM to September 29, 2025 at 5.00 PM.**

- The Board of Directors of the Company has appointed M/s. JDM AND ASSOCIATES LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-Voting process and voting through the electronic voting system at the AGM in a fair and transparent manner.
- E-voting is optional. The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **September 23, 2025**, being the Cut-off date for the purpose. Shareholders of the Company holding shares either in physical or in dematerialized form, as on the Cut-off date, can cast their vote electronically.
- The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") afterthe completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section"

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period**.**

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play App Store

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

e) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG In Time" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, users will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG In Time. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

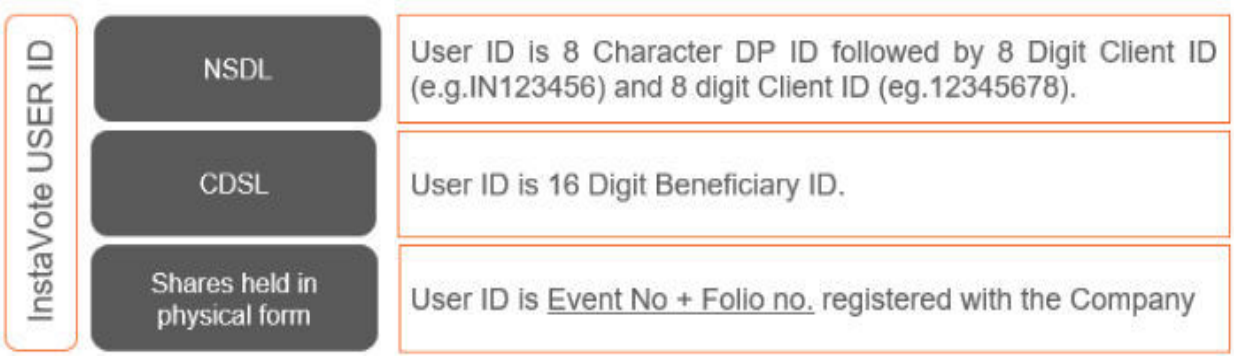
Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:
1.User ID: Enter User ID
2.Password: Enter existing Password
3.Enter Image Verification (CAPTCHA) Code
4.Click “Submit”.
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)



Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders holding shares in NSDL form, shall provide ‘D’ above
   - Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide
     their Folio number in ‘D’ above

5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).
   Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).



STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client
ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No."

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour /Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change
your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from “Download Sample Vote File” tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.

g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change It subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to express their views/ask questions during the meeting must register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting i.e. Tuesday, September 23, 2025 mentioning their name, demat account number/folio number, e-mail ID, mobile number at factory@viratindustries.com.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panelist via active chat-board during the meeting.

***Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking**.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote,
click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:
Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

By order of Board of Directors
For, Virat Industries Limited

Registered Office:
A-1/2, GIDC Industrial Estate, Kabilpore,
Navsari 396 424, Gujarat
Place: Mumbai
Date: September 02, 2025

Adi F. Madan
Managing Director
DIN: 00023629

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the SPECIAL BUSINESS mentioned under Item Nos. 3 to 12 of the accompanying Notice.

Business No. 3

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on 13th August, 2025 approved the appointment M/s. Vishal Dewang and Associates, Practicing Company Secretaries (Certificate of Practice No. 9596), as the Secretarial Auditor of the Company from the financial year 2025-26 to the financial year 2029-30, subject to the approval of the shareholders at the Annual General Meeting.

M/s. Vishal Dewang and Associates is eligible for appointment and has consented to act as the Secretarial Auditor of the Company.

In accordance with Regulation 24A(b), a listed entity shall appoint or re-appoint:

- an individual as Secretarial Auditor for not more than one term of five consecutive years, or
- a firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of shareholders in the Annual General Meeting.

Accordingly, the approval of shareholders is being sought for the proposed appointment/re-appointment.

M/s Vishal Dewang and Associates is a peer reviewed and a well-established firm of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India, Surat. The firm has an experience in the field for more than 10 years.

While recommending M/s Vishal Dewang and Associates for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s Vishal Dewang and Associates was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of the appointment of M/s Vishal Dewang and Associates include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration of up to an amount of ₹1,50,000/- (Rupee One Lakhs fifty thousand only) for FY26 and as may be mutually agreed between the Board and the Secretarial Auditors for subsequent years. Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s Vishal Dewang and Associates, and will be subject to approval by the Board of Directors and/ or the Audit Committee.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution for the approval of the members as an Ordinary Resolution

Business No. 4

Pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or enactments thereof for the time being in force read with Schedule IV to the Companies Act, 2013, **Smt. Supriya Anil Shete (DIN: 08719731)** - is being appointed as the Independent Directors of the Company and shall hold office from a term of five years w.e.f. 13/08/2025 with a view to bring an independent judgment on the Board's deliberation on various issues and to safeguard and balance the conflicting interest of the shareholders particularly minority shareholders and to assist the Company in implementing the best corporate governance and business practices.

The Board confirms that in making this recommendation, it has given careful consideration to the Director's balanced skills, knowledge, expertise and experience and is satisfied that the directors offering themselves for the appointment as independent directors have sufficient time to discharge their duties effectively, taking into account their other commitments. In the opinion of the Board, all Directors fulfil the conditions specified in Companies Act, 2013 and the Rules made thereunder for their appointment as Independent Directors of the Company and that they are independent of the Management.

The Board considers that the association of these Directors would be of immense benefit to the Company and it is desirable to avail themselves of the services of all of them as Independent Directors.

The Company has received a declaration from **Smt. Supriya Anil Shete (DIN: 08719731)** that she meets the criteria of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further the Company has also received her consent to act as an Independent Director in terms of Section 152 of the Companies Act, 2013 and a declaration in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, **Smt. Supriya Anil Shete (DIN: 08719731)** fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her appointment as Independent Directors of the Company and is independent of the management.

Except the Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as a Special Resolution

Additional Information about **Smt. Supriya Anil Shete** is provided in Annexure A.

Business No. 5

Pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or enactments thereof for the time being in force read with Schedule IV to the Companies Act, 2013, **Smt. Neha Tikam** is being appointed as the Independent Directors of the Company and shall hold office from a term of five years w.e.f. 02/09/2025 with a view to bring an independent judgment on the Board's deliberation on various issues and to safeguard and balance the conflicting interest of the shareholders particularly minority shareholders and to assist the Company in implementing the best corporate governance and business practices.

The Board confirms that in making this recommendation, it has given careful consideration to the Director's balanced skills, knowledge, expertise and experience and is satisfied that the directors offering themselves for the appointment as independent directors have sufficient time to discharge their duties effectively, taking into account their other commitments. In the opinion of the Board, all Directors fulfil the conditions specified in Companies Act, 2013 and the Rules made thereunder for their appointment as Independent Directors of the Company and that they are independent of the Management.

The Board considers that the association of these Directors would be of immense benefit to the Company and it is desirable to avail of the services of all of them as Independent Directors.

The Company has received a declaration from Smt. Neha Tikam that she meets the criteria of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further the Company has also received her consent to act as an Independent Director in terms of Section 152 of the Companies Act, 2013 and a declaration in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, **Smt. Neha Tikam (DIN: 11273578)** fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her appointment as Independent Directors of the Company and is independent of the management.

Except the Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as a Special Resolution.

Additional Information about Smt. Neha Tikam is provided in Annexure A.

Business No. 6

Pursuant to Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications) or enactments thereof for the time being in force read with Schedule IV to the Companies Act, 2013, **Shri. Vilas Potdar** is being appointed as the Independent Directors of the Company and shall hold office from a term of five years w.e.f. 02/09/2025 with a view to bring an independent judgment on the Board's deliberation on various issues and to safeguard and balance the conflicting interest of the shareholders particularly minority shareholders and to assist the Company in implementing the best corporate governance and business practices.

The Board confirms that in making this recommendation, it has given careful consideration to the Director's balanced skills, knowledge, expertise and experience and is satisfied that the directors offering themselves for the appointment as independent directors have sufficient time to discharge their duties effectively, taking into account their other commitments. In the opinion of the Board, all Directors fulfil the conditions specified in Companies Act, 2013 and the Rules made thereunder for their appointment as Independent Directors of the Company and that they are independent of the Management.

The Board considers that the association of these Directors would be of immense benefit to the Company and it is desirable to avail of the services of all of them as Independent Directors.

The Company has received a declaration from Shri. Vilas Potdar that he meets the criteria of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further the Company has also received his consent to act as an Independent Director in terms of Section 152 of the Companies Act, 2013 and a declaration in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board of Directors, **Shri. Vilas Potdar (DIN: 02115291)** fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for his appointment as Independent Directors of the Company and is independent of the management.

Except the Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as a Special Resolution.

Additional Information about Shri. Vilas Potdar is provided in Annexure A.

Business No. 7

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has appointed **Shri. Bhavook Chandraprakash Tripathi (DIN: 02198554)** as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f. 02/09/2025 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article of the Articles of Association of the Company. Accordingly, Shri. Bhavook Chandraprakash Tripathi holds office up to the date of this Annual General Meeting.

Shri. Bhavook Chandraprakash Tripathi is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164(2) of the Act and has provided his consent to act as a Non-Executive Non-Independent Director under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, the Company has received from Shri. Bhavook Chandraprakash Tripathi the necessary disclosures under:

- Section 184 of the Act (Disclosure of Interest),
- Regulation 26 and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions.

Except the Non-Executive Non-Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Additional Information about **Shri. Bhavook Chandraprakash Tripathi** is provided in Annexure A.

Business No. 8

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has appointed **Smt. Namrata Dudaney (DIN: 09639072)** as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f. 02/09/2025 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article of the Articles of Association of the Company. Accordingly, Smt. Namrata Dudaney holds office up to the date of this Annual General Meeting.

Smt. Namrata Dudaney is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164(2) of the Act and has provided her consent to act as a Non-Executive Non-Independent Director under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, the Company has received from Smt. Namrata Dudaney the necessary disclosures under:

- Section 184 of the Act (Disclosure of Interest),
- Regulation 26 and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions.

Except the Non-Executive Non-Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Additional Information about **Smt. Namrata Dudaney** is provided in Annexure A.

Business No. 9

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has appointed **Shri. Vijay Sane (DIN: 06748648)** as an Additional Director (Non-Executive, Non-Independent) of the Company w.e.f. 02/09/2025 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Article of the Articles of Association of the Company. Accordingly, Shri. Vijay Sane holds office up to the date of this Annual General Meeting.

Shri. Vijay Sane is not disqualified from being appointed as a Non-Executive Non-Independent Director in terms of Section 164(2) of the Act and has provided his consent to act as a Non-Executive Non-Independent Director under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Further, the Company has received from Shri. Vijay Sane the necessary disclosures under:

- Section 184 of the Act (Disclosure of Interest),
- Regulation 26 and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and other applicable provisions.

Except the Non-Executive Non-Independent Director being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Additional Information about **Shri. Vijay Sane** are provided in Annexure A

Annexure A:

As required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS – 2), the particulars of drectors who are proposed to be appointed/reappointed.

Name of Director	Smt. Supriya Anil Shete	Smt. Neha Tikam	Shri. Vilas Potdar
DIN	08719731	11273578	02115291
Designation / Category of Director	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
Age	36	44	65
Qualification	• BCA • MBA (HR) • LLB	• MD in Homeopathy • Acupuncture Therapist • Visharad in Bharatnatyam (Indian Classical Dance)	• B. Com • FCA
Date of first Appointment	13-08-2025 (Additional Director)	02-09-2025 (Additional Director)	02-09-2025 (Additional Director)
Brief Resume	She is a business leader and seasoned recruitment strategist with over a decade of expertise in corporate governance, strategic advisory, and stakeholder management.	She is a wellness professional along with Homeopathic Practitioner (15 years at Sparsh Clinic) - Acupuncture Therapist - Visharad in Bharatnatyam | Dance & Yoga Practitioner.	He is a Fellow Chartered Accountant. His core area of practice has been always in the field of traditional practice area for any Chartered Accountant i.e.: Assurance & representation for Corporate Assesses before Direct Tax Authorities up to I.T.A.T. Level.
Expertise in specific functional areas	Experience spans recruitment, HR strategies, business development, and investment advisory across multiple industries.	Experienced in teaching, leadership, and mentoring.	He is actively involved in the project financing for Manufacturing & Infrastructure Sectors. The practice area also involves International Taxation & structuring of Inbound & Outbound Investment, Mergers & Acquisitions.
Relationship between director inter-se	NA	NA	NA
Directorships held in other companies including equity listed companies	1.Earlyseed Ventures Private Limited 2.Ssterling Workforce Enterprises Private Limited	-	-
Memberships/ Chairmanships of committees of other companies	-	-	-

Shareholding of in the company	-	-	-
Name of listed entities from which the person has resigned in the past three years	-	-	-
Terms and Conditions of appointment / reappointment	She will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors. she will not be liable to retire by rotation. Other term and conditions will be applicable as mentioned in the appointment letter.	She will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors. she will not be liable to retire by rotation. Other term and conditions will be applicable as mentioned in the appointment letter.	He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors. He will not be liable to retire by rotation. Other term and conditions will be applicable as mentioned in the appointment letter.
Details of Remuneration sought to be paid	Sitting fees	Sitting fees	Sitting fees

Name of Director	**Shri. Vijay Sane**	**Shri. Bhavook Chandraprakash Tripathi**	**Smt. Namrata Dudaney**
DIN	06748648	02198554	09639072
Designation / Category of Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director	Non-Executive Non-Independent Director
Age	47	55	39
Qualification	• B. Architecture, • Financial Markets and Investment in Real Estate at FINSIA Sydney, 2006	• degree in metallurgical engineering from IIT Varanasi • Master's in Finance from the Department of Economics at the University of Wyoming	• Bachelor of Media Communication • Diploma, Fashion Business & Marketing • International Baccalaureate
Date of first Appointment	02-09-2025 (Additional Director)	02-09-2025 (Additional Director)	02-09-2025 (Additional Director)
Brief Resume	Equipped with extensive experience gained across India, Australia, Singapore, MENA, and USA, while working on various international projects over two decades, Vijay Sane	First-generation founder of Brahm Corporation, Mr. Bhavook has established a global presence across Asia, Europe, and the Americas. His corporation specializes in High Precision Manufacturing, IT & Software	A passion for handbags and strong entrepreneurial drive led to the inception of Namrata's brand, Ahikoza. The brand was successfully launched from inception to

	leads a diverse Real Estate portfolio. Previously Vijay was associated with leading Master planning and Architectural practices like, Surbana International Singapore, COX Group Sydney, SSA and GKK corporation at key managerial positions. After graduating from the University of Pune in 2000 Vijay completed a Financial Markets and Property investment MBA at FINSIA, Sydney. He was awarded Diploma as Affiliate member of Singapore Institute of Planners. Armed with extensive global experience, Vijay comes with a unique mix of international design flair, project planning and financial management skills, along with well-grounded knowledge of socio-economic issues in Real Estate business.	Services, Merchant Banking & Private Equity, Agro-based Well-Being, LifeStyle Products, and Luxury Real Estate, as well as F&B & Hospitality.	implementation completely of her own initiative. Today, Ahikoza's signature bags are synonymous with the red carpet. An artisanal label with a defined DNA, the brand is often featured in publications, the red carpet, and popular screen features internationally.
Expertise in specific functional areas	Over the years, Vijay has developed his Leadership skills to greater extends including Program Management and Project Development Management. This confluence of soft skills and techno- commercial skills allowed him to provide valuable specialist input to all projects for which he was involved. He has to his credit a white paper on the reward for 'successfully project managing mega projects' by best international PMI practices.	In addition to nurturing his own businesses, he leverages his expertise in business economics and strategic socio-political insights to make long-term investments in listed markets. Over the last two decades, his investments, such as FAG Bearings, have delivered a Compound Annual Growth Rate (CAGR) in excess of 50% in his personal investment portfolio, primarily within the Indian Equity markets, with minimal portfolio turnover. These skills of identifying macro trends early have yielded results in mature markets in the USA and Europe as well – evidenced in his recent investments in companies such as Winnebago, Panasonic,	Namrata's experience of being an entrepreneur, designer and industry professional have provided her with a robust skill set in brand building, design, content strategy, and strategic business development. Her demonstrated history has seen her attain several business firsts. Namrata brings a global perspective to luxury retail and consumer behaviour, bringing a unique multicultural lens to her brand.

		Orexo, Abbott, BRP, and Hyatt. He adeptly navigates trading in currency, commodity, equity indices, debt markets, etc., alongside long-term equity investing. Bhavook holds a degree in metallurgical engineering from IIT Varanasi, and a Master's in Finance from the Department of Economics at the University of Wyoming.	
Relationship between director inter-se	NA	NA	NA
Directorships held in other companies including equity listed companies	1.VK DESIGN AND PROJECTS PRIVATE LIMITED 2.NIRAMAY AGEING IN PLACE PRIVATE LIMITED	1.BRAHM PRECISION MATERIALS PRIVATE LIMITED 2.BANTRI FINANCIAL PRIVATE LIMITED 3.BT CAPITAL MANAGERS PRIVATE LIMITED	1. EH DESIGNS PRIVATE LIMITED
Memberships/ Chairmanships of committees of other companies	-	-	-
Shareholding of in the company	-	96,00,020 equity shares	-
Name of listed entities from which the person has resigned in the past three years	-	-	-
Terms and Conditions of appointment / reappointment	He will hold the office of Non-executive Director. He will be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable as mentioned in the appointment letter.	He will hold the office of Non-executive Director. He will be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable as mentioned in the appointment letter.	She will hold the office of Non-executive Director. She will be liable to retire by rotation and She will get the remuneration for her office. Other term and conditions will be applicable as mentioned in the appointment letter
Details of Remuneration sought to be paid	As per the appointment letter and Remuneration policy of the company.	As per the appointment letter and Remuneration policy of the company.	As per the appointment letter and Remuneration policy of the company.

Business No. 10

Pursuant to the provisions of Section 13(2) and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the

shareholders and the Registrar of Companies (RoC), the Board of Directors of the Company, at its meeting held on 23rd May, 2025, approved the proposal to change the name of the Company from Virat Industries Limited to Brahm Well-being & Lifestyle Corporation Limited.

The proposed change in name has been considered by the Board to better reflect a significant transition in the company's management, reflect the Company's present business activities, brand identity, and strategic vision. The proposed name Brahm Well-being & Lifestyle Corporation Limited embodies the values, strategic objectives, and forward-looking approach championed by the new leadership, ensuring that the company's brand reflects its evolved management structure and aspirations.

The Company has already made an application for name reservation through the RUN (Reserve Unique Name) service provided by the Ministry of Corporate Affairs (MCA) and has received name approval via confirmation letter dated **14/08/2025**, subject to completion of statutory formalities, including shareholder approval by way of a Special Resolution.

Consequent to the change of name, it will be necessary to alter the Name Clause (Clause I) of the Memorandum of Association (MOA) and to make necessary changes in the Articles of Association (AOA) of the Company. The new name will replace the existing name wherever it appears in the MOA and AOA.

As the Company is a listed entity, intimation of the proposed name change will be made to the stock exchanges where the Company's equity shares are listed (in accordance with Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015). Post members' and ROC approval, the Company shall also apply for fresh certificates of incorporation and update all statutory and regulatory authorities accordingly.

A copy of the altered Memorandum and Articles of Association reflecting the new name is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) during business hours and is also available on the Company's website www. Viratindustries.com.

The Board recommends the resolution for approval of the members as a Special Resolution.

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

The Certificate required under regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been attached as follows:

28 August 2025.

To,
The Board of directors
Virat industries Limited
Regd. Office: A-1/2, GIDC,
Industrial Estate, Kabilpore,
Navsari – 396 424, Gujarat.

Dear Sirs

Re: Change of name of Virat Industries Limited to Brahm Well-being & Lifestyle Corporation Limited in terms of Sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We, B.K. Khare & Co., Chartered Accountants, (Registration no.: 105102W) the Statutory Auditors of the Virat Industries Limited (the "Company"), have been informed that the Company is in the process of Change of name of the Company from Virat Industries Limited to Brahm Well-being & Lifestyle Corporation Limited. We have been requested by the Company to certify that it is in compliance with the requirements stated under sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have performed the following procedures:

a. We have obtained the certificate of Incorporation issued during the last name change (name has changed from 'ORAL HYGIENE LIMITED' to 'VIRAT LINDUSTRIES LIMITED' on 04-08-1993) and verified that the time period of at least one year has elapsed from the last name change.

b. Obtained representation from the management that the Company has complied with the requirements stated under sub regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the above-mentioned procedures, we confirm that-

- The company is in compliance with the requirements with Sub regulation (1)(a) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which states:
    a. A time period of at least one year has elapsed from the last name change
    ~~b. At least fifty percent of the total revenue in the preceding one year has been accounted for by the new activity suggested by the new name; or~~
    ~~c. The amount invested in the new activity/ project is at least fifty percent of the assets of the listed entity~~

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, 'Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements,' issued by the ICAI.

We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("ICAI") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI and

in accordance with 'Guidance Note on Reports in Company Prospectuses' (Revised 2019). We hereby confirm that while providing this certificate we have complied with the above guidance notes.

This certificate is for information and for onward submission to Bombay Stock Exchange, Mumbai and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For B. K. KHARE & CO.
Chartered Accountants
Firm Registration Number: 105102W

Sd/-

Amit Mahadik
Partner
Membership No.: 125657
UDIN: 25125657BMLXVA7714
Pune, August 28, 2025

Business No. 11

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Company intends to expand its business through organic as well as inorganic growth. For this purpose, the company may be required to Acquire or invest in companies which can help the company to expand its business.

The limit up to which the Company can grant loan to other body corporate or invest in securities of other body corporate, as per Section 186 of the Companies Act, 2013 is as follows:

60% of paid up capital, free reserves and securities premium account as on 31.03.2025	**15,86,81,040**
a. Paid-up Share Capital – Rs.4,92,33,400	
b. Free Reserves – 21,52,35,000	
c. Securities Premium – NIL	
100% of free reserves and securities premium as on 31.03.2025	**21,52,35,000**
Higher of 60% of paid up capital, free reserves and securities premium account or 100% of free reserves	**21,52,35,000**

Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate up to Rs.500 crores, in excess

of limits specified under Section 186 of the Companies Act, 2013, as set out at item No.11 of this Notice.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.11 in the notice.

The Board recommends the resolution for approval of the members as a Special Resolution.

Business No. 12

The existing Articles are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific section of the Companies Act, 1956 and some regulations are no longer in conformity with the Act.

The Companies Act, 2013 is now largely in force. On 12th September 2013 the Ministry of Corporate Affairs ("MCA") had notified 98 sections for implementation and subsequently, on 26th March, 2014 MCA notified most of the remaining sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal). However, substantive section of the Act which deals with the general working of Companies stand notified.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Additionally, certain articles that was included in the existing articles of association of the Company prior to the listing of the Company and which are no longer relevant in the context of a listed company are to be deleted. Accordingly, in lieu of amendments to various articles in the existing Articles of Association, it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

Pursuant to Section 14 of the Companies Act, 2013 ("Act"), the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

The Board of Directors of the Company in their meeting held on 02nd September, 2025 has considered and approved alteration of the AOA of the Company subject to approval of shareholders.

A copy of the proposed new set of the Articles of Association of the Company would be available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday) and will be uploaded on the Company's Website www.viratindustries.com for perusal by the shareholders.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution for approval of the members as a Special Resolution.