

NOTICE OF ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the 18th Annual General Meeting of Vaibhav Vyapaar Limited (formerly known as Vaibhav Vyapaar Private Limited) will be held on Wednesday, 23rd Day of September 2026, at 11.00 a.m. at the corporate office of the company at Second Floor, Envision Technology Center, 119, Road No. 3, Phase-1, Vijayanagar, EPIP Zone, Whitefield, Bengaluru, Karnataka-560066 to transact the following businesses:

ORDINARY BUSINESS

Item No 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Directors' and Auditors' Reports thereon.

To receive, consider and adopt the Audited Financial Statements of the Company together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2026.

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

“RESOLVED THAT the Audited Financial Statements comprising the Balance Sheet as at March 31, 2026, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2026, together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted.”

Item No. 2: To consider and approve the appointment of Mr. Gowrinath Venkata Raghava Itha (DIN: 08281079) as the Managing Director of the Company who retires by rotation and being eligible offers himself for the re-appointment.

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

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Gowrinath Venkata Raghava Itha (DIN: 08281079) who retires by rotation at this Annual General Meeting and, being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Managing Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 3: Approval For Appointment of Statutory Auditors of The Company to Fill Casual Vacancy

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

Vaibhav Vyapaar Limited

(formerly known as Vaibhav Vyapaar Private Limited)

Registered Address : Arch Square-X2, Unit-1406, 14th Floor, EP-GP Block, Sector V, Bidhannagar, Kolkata, Bidhan Nagar CK Market,
North 24 Parganas, Saltlake, West Bengal, India, 700091

Website : www.vaibhav-vyapaar.com | Call : 9986611345 | Email : vvpl.compliance@vaibhav-vyapaar.com

“RESOLVED THAT pursuant to the provisions of Section 139(8), 177 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Audit Committee and Board of Directors through the resolution passed on 17th September, 2026, M/s. Sahana D M & Associates Chartered Accountants (Firm Registration No. 018698S), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S. K S Ramkumar and Co.

RESOLVED FURTHER THAT any Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

ORDINARY BUSINESS

Item No. 4: To consider re-appointment of Statutory Auditor of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142, 177 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and Board of directors, M/s. Sahana D M & Associates Chartered Accountants (Firm Registration No. 018698S) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company to be held in the financial year 2031, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.

RESOLVED FURTHER THAT any Directors and Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

SPECIAL BUSINESS:

Item No. 5: Regularization of Additional Executive Director Mr. Satyanarayana Reddy Veera Venkata Mallidi (DIN: 06893784) as the Director of the Company.

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

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“RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Satyanarayana Reddy Veera Venkata Mallidi (DIN: 06893784), who was appointed as an Additional Director by the Board of Directors with effect from October 12, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company.”

Place: Bangalore
Date: 17-09-2026

**By order of the Board
For Vaibhav Vyapaar Limited**

Sd/-

Aditya Singh Solanky
Company Secretary
M. No. 75485

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Members/proxies attending the meeting are requested to bring their duly filled admission/attendance slips sent along with the notice of annual general meeting at the meeting.
5. Corporate members intending to send their authorised representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.

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6. The Explanatory Statement under Section 102 of the Companies Act, 2013, as amended, is annexed herewith and forms part of this Notice.
7. The route map of the venue of the AGM is annexed hereto.

Place: Bangalore
Date: 17-09-2026

**By order of the Board
For Vaibhav Vyapaar Limited**

Sd/-

Aditya Singh Solanky
Company Secretary
M. No. 75485

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013****Item No. 3: Approval For Appointment of Statutory Auditors of The Company to Fill Casual Vacancy**

M/s. K S Ramkumar & Co., Chartered Accountants, the Statutory Auditors of the Company, resigned from the office of Statutory Auditors of the Company, resulting in a casual vacancy.

Pursuant to Section 139(8) of the Companies Act, 2013, the Audit Committee and Board of Directors recommended the said firm as the Statutory Auditors of the Company to fill the casual vacancy appointment of M/s. Sahana D M & Associates, Chartered Accountants (Firm Registration No. 018698S) at its meeting held on 17th September, 2026.

Accordingly, the approval of the members is sought for the appointment of M/s. Sahana D M & Associates, Chartered Accountants, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. K S Ramkumar & Co., Chartered Accountants.

The Board recommends the resolution set out at Item No. 3 for approval by the members.

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

Item No. 5: Regularization of Additional Executive Director Mr. Satyanarayana Reddy Veera Venkata Mallidi (DIN: 06893784) as the Director of the Company:

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the company. In view of the same, Mr. Satyanarayana Reddy Veera Venkata Mallidi will be appointed by the members at the ensuing Annual General Meeting of the company.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Mr. Satya Mallidi holds a Master of Technology - Industrial Engineering & Management from Jawaharlal Nehru Technological University, a bachelor's degree in industrial engineering from the Indian Institution of Industrial Engineering and Diploma in Mechanical Engineering. Mr. Satyanarayana Veera Venkata Mallidi has over twenty-two (22) years of experience in IT services, product development, maintenance, and support, with specialization in operations management, IT governance and consulting, program management, and quality management. He joined Vaibhav Vyapaar Limited after being associated with organizations such as Hewlett- Packard, Wipro Technologies, Cyient Limited, and BirlaSoft, where he held various leadership roles in India and undertook overseas consulting assignments. He has extensive experience in establishing start-ups and centers of excellence/ offshore delivery centers (CoEs/ODCs), P&L management, budgeting and cost control, transition and transformation initiatives, supplier evaluation and improvement, information security, and policy, process, and management systems development, across multiple sectors including financial services, e-commerce, and digital transformation services.

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Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, Mr. Satyanarayana Reddy Veera Venkata Mallidi shall be appointed as Director by the members in the Annual General Meeting of the company.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Place: Bangalore
Date: 17-09-2026

**By order of the Board
For Vaibhav Vyapaar Limited**

Sd/-

Aditya Singh Solanky
Company Secretary
M. No. 75485

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Annexure A

BREIF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 18TH ANNUAL GENERAL MEETING PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Gowrinath Venkata Raghava Itha	Satyanarayana Reddy Veera Venkata Mallidi
Category of Director	Managing Director	Non-Executive Director
Director Identification Number (DIN)	08281079	06893784
Date of Birth and Age	July 13, 1978 (48)	May 27, 1971 (55)
Date of appointment on the Board	24/10/2019	10/12/2025
Qualification	He holds a degree of Bachelor of Science, Master of Science (Computer Science) and has experience of more than 20 years in technology-led operations, project execution and business management.	He holds a Master of Technology - Industrial Engineering & Management from Jawaharlal Nehru Technological University, a bachelor's degree in industrial engineering from the Indian Institution of Industrial Engineering and Diploma in Mechanical Engineering.
Experience & Expertise	20 years and his experience includes managing teams, coordinating with internal and external stakeholders, monitoring project timelines and overseeing operational processes.	22 years of experience in IT services, product development, maintenance, and support, with specialization in operations management, IT governance and consulting, program management, and quality management.
Relationship between Directors / Managers / Key Managerial Personnel ("KMP")	Nil	Nil
Shareholding in the Company	0.02%	As on the date of this Notice, he holds 1 equity share in the Company.
Terms and Conditions of Appointment/ Reappointment	Re-appointment as a Director liable to retire by rotation.	As per Companies Act, 2013 and the Appointment Letter of the Company.

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Number of Board Meetings attended during the Financial Year 2025-26	35/35	7/7
Directorships held in other Companies in India	Capfront Technologies Private Limited and Neofront Technologies Pvt. Ltd.	Neofront Technologies Private Limited, Capfront Technologies Private Limited and Onedigitals Soft Solution India Private Limited

Place: Bangalore
Date: 17-09-2026

**By order of the Board
For Vaibhav Vyapaar Limited**

Sd/-

Aditya Singh Solanky
Company Secretary
M. No. 75485

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Form No. MGT-11**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN:

Name of the company:

Registered office:.....

Name of the member (s) :

Registered address :

E-mail Id:

Folio No/ Client Id : DP ID :

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :....., or failing him
2. Name :
Address:
E-mail Id :
Signature:....., or failing him
3. Name :
Address:
E-mail Id:
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on 23rd September 2026 at Second Floor, Envision Technology Center, 119, Road No. 3, Phase-1, Vijayanagar, Epip Zone, Whitefield, Bengaluru, Karnataka 560066 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolutions	For	Against
Ordinary Business and Special Business			
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Directors' and Auditors' Reports thereon.		
2	To consider and approve the appointment of Mr. Gowrinath Venkata Raghava Itha (DIN: 08281079) as the Managing Director of the Company who retires by rotation and being eligible offers himself for the re-appointment.		
3	Approval For Appointment of Statutory		

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	Auditors of The Company to Fill Casual Vacancy		
4	To consider re-appointment of Statutory Auditor of the Company		
5	Regularization of Additional Executive Director Mr. Satyanarayana Reddy Veera Venkata Mallidi (DIN: 06893784) as the Director of the Company		

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP
18th Annual General Meeting

Registered Folio No. / DP ID No. Client ID No.

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Number of Shares held

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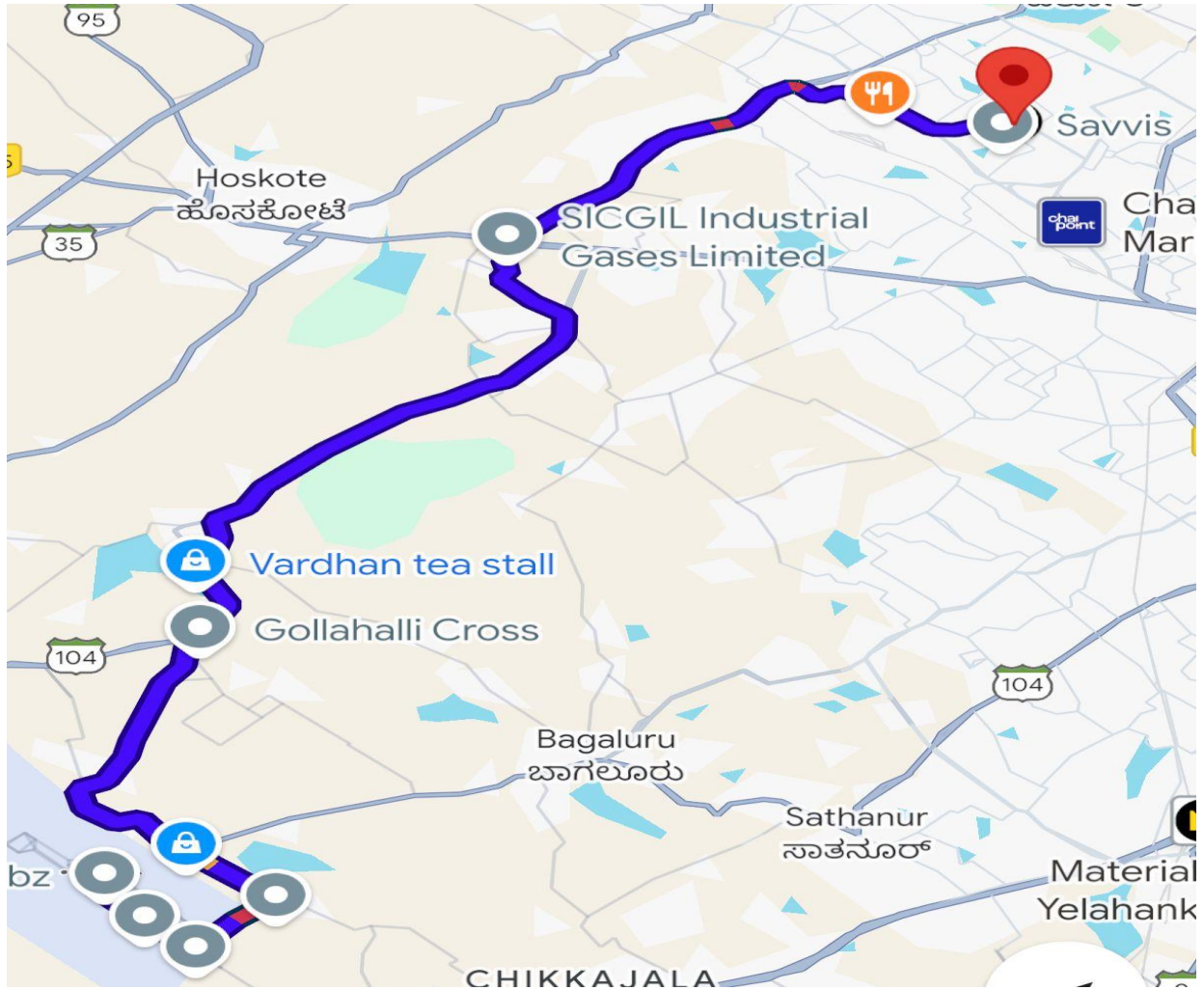
I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the 18th Annual General Meeting of the Company being held on 23rd September 2026 at 11.00 A.M. at Second Floor, Envision Technology Center, 119, Road No. 3, Phase-1, Vijayanagar, Epip Zone, Whitefield, Bengaluru, Karnataka 560066 .

.....
Name of the Member / Proxy.....
Signature of the Member / Proxy**Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.****Vaibhav Vyapaar Limited**

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Roadmap to AGM

Landmark: Envision Technology Center

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