

**VR DAKSHIN PRIVATE LIMITED**

**(formerly Sugam Vanijya Holdings Private Limited)**

Regd Office: VR Bengaluru, Plot No. 11B, Sy No. 40/9, Dyvasandra Industrial Area Stage II,  
KR Puram Hobli

Bengaluru -560 048. Karnataka

CIN No: U74899KA1987PTC070519

Website: [www.vrbengaluru.com](http://www.vrbengaluru.com); Phone No. 080-67234313

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Date: December 22, 2022

To,

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400-001, Maharashtra.

**Sub: Notice of 35th Annual General Meeting for the Financial Year 2021-22 Pursuant to Regulation 50 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Security Code: 951654, 958505, 958506**  
**ISIN: INE084S08013, INE084S07015, INE084S07023**

Dear Sir,

Pursuant to Regulation 50 (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Notice convening the 35<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2021-22 respectively, being sent to the Members and attached herewith.

This is for your information and records.

Thanking you,

Yours faithfully,  
**For VR Dakshin Private Limited**



**Rajendra Pai**  
**(Chief Financial Officer)**

## **NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **35<sup>th</sup> (Thirty-Fifth) Annual General Meeting** of the Shareholders of VR Dakshin Private Limited will be held at Shorter Notice on Friday, 23<sup>rd</sup> December 2022 at 02:00 p.m. at its Registered Office situated at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2<sup>nd</sup> Stage, Kr. Puram Hobli Bengaluru 560048 Karnataka to transact the following businesses:

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31<sup>st</sup> March 2022, and the Explanatory Notes to Accounts annexed thereto or forming part of any document referred above, along with the Report of the Auditors' and the Directors' thereon.**

To consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** the financial statements including the Audited Balance Sheet as of March 31<sup>st</sup>, 2022, and the Statement of Profit and Loss Account along with Cash Flow Statement of the Company as on March 31<sup>st</sup>, 2022, together with the schedules and notes to accounts attached thereto, along with the report of the Auditors' and the Directors' thereon, placed before the meeting, be and are hereby approved and adopted.”

**“RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorised for and on behalf of the Company to do or cause to do such acts, deeds, and things as may be considered necessary in connection with or incidental to the above, including making the necessary filings with the jurisdictional Registrar of Companies (ROC).”

2. **To consider and reappoint the Statutory Auditors 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014, as amended from time to time, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration No.- 101049W/E300004) be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 40<sup>th</sup> Annual General Meeting of the Company to be held for the Financial Year 2026-27 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the said Auditors.”

**“RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies (ROC).”

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**SPECIAL BUSINESS:**

**3. To consider and appoint Mr. Jay Dayani (DIN: 09663289) as a Director 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 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, Mr. Jay Dayani (DIN: 09663289), who was appointed as an Additional Director of the Company on 06<sup>th</sup> July 2022 pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company with the immediate effect from the date of this resolution.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

**4. To consider and appoint Mr. Rohan Anand (DIN: 09539295) as a Director 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 152 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, Mr. Rohan Anand (DIN: 09539295), who was appointed as an Additional Director of the Company on 18<sup>th</sup> October 2022 pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company with the immediate effect from the date of this resolution.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

By Order of the Board of Directors  
For **VR Dakshin Private Limited**

  
**Tariq Chinoy**  
**Director**  
**DIN: 08830666**

**Place: Mumbai**  
**Date: December 20, 2022**

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**NOTES:**

1. *The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Meeting is annexed.*
2. *Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and, on a poll, to vote instead of himself and the Proxy need not be a Member of the Company.*
3. *Proxies, in order to be effective, must be received in the enclosed Proxy Form at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.*
4. *A person can act as a proxy on behalf of Members not exceeding 50 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 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.*
5. *Corporate Member intending to send its authorised representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.*
6. *Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members who hold shares in dematerialised form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.*
7. *During the period beginning 24 hours before the time fixed for the commencement of 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. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 a.m. and 1:00 p.m. upto the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.*
8. *Any query relating to financial statements must be sent to the Company's Registered Office at least seven days before the date of the Meeting.*
9. *Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company.*
10. *The route map of the venue of the Annual General Meeting is enclosed and forms part of Notice of this meeting.*

***EXPLANATORY STATEMENT***

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 and 4 of the accompanying Notice dated December 20<sup>th</sup>, 2022

***Item No. 3***

**To consider and appoint Mr. Jay Dayani (DIN: 09663289) as a Director of the Company**

Mr. Jay Dayani who was appointed as an Additional Director of the Company under Sections 161 of the Companies Act, 2013 effective July 06<sup>th</sup>, 2022, holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company.

The Company has received consent of Mr. Jay Dayani (DIN: 09663289) for the proposed appointment to the office of the Director in the Company.

The Board of Directors considers it in the interest of the Company to appoint Mr. Jay Dayani (DIN: 09663289) as a director for which the approval of the members of the Company is required pursuant to the provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and/ or their relatives except Mr. Jay Dayani is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 3 for the approval of the members.

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***Item No. 4***

**To consider and appoint Mr. Rohan Anand (DIN: 09539295) as a Director of the Company**

Mr. Rohan Anand who was appointed as an Additional Director of the Company under Sections 161 of the Companies Act, 2013 effective October 18<sup>th</sup>, 2022, holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company.

The Company has received the consent of Mr. Rohan Anand (DIN: 09539295) for the proposed appointment to the office of the Director in the Company.

The Board of Directors considers it in the interest of the Company to appoint Mr. Rohan Anand (DIN: 09539295) as a Director for which the approval of the members of the Company is required pursuant to the provisions of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and/ or their relatives except Mr. Rohan Anand is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

By Order of the Board of Directors  
For **VR Dakshin Private Limited**



**Tariq Chinoy**  
**Director**  
**DIN: 08830666**

**Place: Mumbai**  
**Date: December 20, 2022**

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Website: [www.vrbengaluru.com](http://www.vrbengaluru.com); Phone No. 080-67234313**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 : U74899KA1987PTC070519  
Name of the Company : **VR Dakshin Private Limited**  
Registered Office : **VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, KR. Puram Hobli Bangalore 560048 Karnataka India**

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

I/We, being the member (s) ..... of the above-named Company, hereby appoint:

1. Name: .....	2. Name: .....
Address:	Address:
E-mail Id:	E-mail Id:
Signature: ..... or failing him	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 at Shorter Notice on Friday, 23<sup>rd</sup> December 2022 at 02:00 P.M. at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, Kr. Puram Hobli Bengaluru Bangalore KA 560048 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution
1.	To receive, consider and adopt the Audited Annual Financial Statements of the Company comprising of Balance Sheet as at 31 <sup>st</sup> March 2022, Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31 <sup>st</sup> March 2022, and the Explanatory Notes to Accounts annexed thereto or forming part of any document referred above, along with the Report of the Auditors' and the Directors' thereon.
2.	To consider and reappoint the Statutory Auditors of the Company
3.	To consider and appoint Mr. Jay Dayani (DIN: 09663289) as a Director of the Company
4.	To consider and appoint Mr. Rohan Anand (DIN: 09539295) as a Director of the Company

Signed this..... day of..... 2022

**Signature of Shareholder**

**Signature of Proxy Holder(s)**

Affix  
Revenue  
Stamp

*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**

I hereby record my presence at the 35<sup>th</sup> Annual General Meeting of the Shareholders of VR Dakshin Private Limited held on Friday, 23rd December 2022 at 02:00 P.M. at its Registered Office situated at VR Bengaluru, No. 11b, Sy No. 40/9, Devasandra Industrial Area, 2nd Stage, Kr. Puram Hobli Bengaluru 560048 Karnataka.

Full Name of Shareholder/ Proxy (in BLOCK LETTER)	
Address in Full	
DP ID	
Client ID	
Shares held	

**(Shareholder/Proxy)**

\*Strike out whichever is not applicable

**NOTE:** Members who have multiple folios may use copies of this attendance slip. Only Shareholders of the Company or their Proxies will be allowed to attend the Meeting.



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**ROUTE MAP FOR THE VENUE OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF VR  
DAKSHIN PRIVATE LIMITED (FORMERLY KNOWN AS SUGAM VANIJYA HOLDINGS  
PRIVATE LIMITED)**

