

6 May 2024

To,
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Phones : 91-22-22721233/4, 91-22-66545695
Fax : 91-22-22721919

Kind Attn.: Debt Listing Department

Sub: Notice of the Extra-Ordinary General Meeting (“EGM”) of the Company to be held on Wednesday, 29 May 2024.

**Ref: Security Code: 960461, ISIN: INE743G08100
Company: VITP Private Limited**

Dear Sir/Madam,

We are enclosing herewith the notice for calling the EGM to be held on Wednesday, 29 May 2024 at 5 p.m. at the registered office of the Company at Capella Block ,5th Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081.

The aforesaid Notice has been sent today i.e. 6 May 2024, through email.

Kindly take the above information on your records.

Thanking you

Yours faithfully
For VITP Private Limited



Kotilingam Köppu
Company Secretary
(A-17903)

NOTICE CALLING EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of shareholders of VITP Private Limited will be held on Wednesday, 29 May 2024 at 05.00 P.M. at the registered office of the company at Capella Block ,5th Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081 to transact the following business–

Special Business:

1. Re-appointment of Mr. Venkata Madana Gopal Divvela (DIN: 02658024) as an Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**–

“RESOLVED THAT pursuant to the regulation 15, 16 read with Schedule IV and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of Shareholders of the Company be and is hereby accorded for re-appointment of Mr. Venkata Madana Gopal Divvela (DIN: 02658024) who holds office as an Independent Director upto 30 March 2024 and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect, that he meets the criteria of independence as provided in clause b of sub-regulation (1) of regulation 16 and he shall hold office for second term of five years with effect from 31 March 2024 on the following terms:-

- a. Period of Appointment: - 5 years – with effect from 31 March 2024.
- b. Sitting fee: - Rs. 40,000/- per Board Meeting, Rs. 20,000/- per Audit Committee meeting and Rs. 10000/- per Other Committee meeting or such other fees as may be decided by the Board.
- b. Travel & Conveyance: - As per the company policy.
- c. Taxes: - Income Tax and Service Tax as applicable from time to time.

2. Re-appointment of Ms. Srilatha Cherukuri (DIN: 02713705) as a Women Independent Director of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolutions as **Special Resolution**–

“RESOLVED THAT pursuant to the regulation 15, 16 read with Schedule IV and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 (“the Act”), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the

Nomination and Remuneration Committee and approval of the Board of Directors, the consent of Shareholders of the Company be and is hereby accorded for re-appointment of Ms. Srilatha Cherukuri (DIN: 02713705) who holds office as an Independent Director upto 30 March 2024 and being eligible and meets the criteria for independence as provided in the Act and the Listing Regulations and who has submitted a declaration to that effect that she meets the criteria of independence as provided in clause b of sub-regulation (1) of regulation 16 and she shall hold office for second term of five years with effect from 31 March 2024 on the following terms:-

- a. Period of Appointment: - 5 years – with effect from 31 March 2024.
- b. Sitting fee: - Rs. 40,000/- per Board Meeting, Rs. 20,000/- per Audit Committee meeting and Rs. 10000/- per Other Committee meeting or such other fees as may be decided by the Board.
- c. Travel & Conveyance: - As per the company policy.
- d. Taxes: - Income Tax and Service Tax as applicable from time to time.

Place: Hyderabad
Date: 6 May 2024

By order of the Board
VITP Private Limited

Kotilingam Köppu
Company Secretary
(A-17903)

The relevant notes and explanatory statements are annexed herewith to this notice.

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxy form duly completed must be sent so as to reach the registered office of the company not later than 48 hours before the commencement of the meeting. The proxy form is appended herein below.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 setting out all material facts and the reasons thereof in respect of special business item 1 is appended herein below.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for each item of special business proposed to be transacted at the Extra-Ordinary General Meeting called for is given below for members' perusal:

Special business item 1 & 2 –

Mr. Venkata Madana Gopal Divvela (DIN: 02658024) and Ms. Srilatha Cherukuri (DIN: 02713705) were appointed as an Independent Directors of the Company in its Extra-Ordinary General Meeting held on 31st March, 2023 for a term of 1 years commencing from 31 March 2023. The term of their appointment expires on 30th March 2024 and they are eligible to be re-appointed for another term of 5 years pursuant to applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 (“the Act”), read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report. Also, Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

The Board of Directors vide its resolution dated 28 March 2024 on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Venkata Madana Gopal Divvela (DIN: 02658024) and Ms. Srilatha Cherukuri (DIN: 02713705) as an Women Independent Directors of the Company for a second term of five years with effect from 31 March 2024, based on their skills, experience, and knowledge .The re-appointment is subject to the approval of the Shareholders at this Extraordinary General Meeting by way of a Special Resolution.

Members may note that the requisite declarations have been furnished by the Independent Director viz. (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors recommend the resolution proposed vide item nos 1 & 2 of the notice be passed and approved as Special Resolution by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested in the said Resolution except the individual directors to the extent of their respective directorships in the Company. Details of Mr. Venkata Madana Gopal Divvela (DIN: 02658024) and Ms. Srilatha Cherukuri (DIN: 02713705) as per SS-2 is given in Annex-I.

Annex-I

Sl. No.	Name of the Director	Mr. Venkata Madana Gopal Divvela	Ms. Srilatha Cherukuri
1.	DIN	02658024	02713705
2.	Nature of Appointment	Re-appointment as an Independent Director for second term	Re-appointment as Women Independent Director for second term
3.	Age	49 years	54 years
4.	Qualification	B.Com LLB FCS	Chartered Accountant Master of Commerce
5.	Experience	16 years	28 years
6.	Details of Remuneration paid and last drawn remuneration	Sitting Fees for attending Board & Committee Meetings	Sitting Fees for attending Board & Committee Meetings
7.	Date of First Appointment in the Board	31 March 2023	31 March 2023
8.	Shareholding in the Company	Nil	Nil
9.	Relationship with other Directors, Key Managerial Personnel	None	None
10.	No. of Board Meetings attended during the current FY 2023-2024	5/5	5/5
11.	Directorships of other Listed Companies	Nil	Nil
12.	Membership / Chairmanship in other committees in other Listed Entities	Nil	Nil

Place: Hyderabad
Date: 6 May 2024

By order of the Board
VITP Private Limited

Kotilingam Koppu
Company Secretary
(A-17903)

ATTENDANCE SLIP

CIN : U72200TG1997PTC026801
Name of the Company : VITP Private Limited
Registered Office : Capella Block, 5th Floor, Plot No. 17,
Software Units Layout, Madhapur,
Hyderabad – 500081.

Members attending the Meeting in person or by proxy are requested to complete the Attendance slip and hand it over at the entrance of the meeting room.

Folio No.	
No. of Shares	

Name and Address of the Shareholder

I hereby record my presence at the Extra-Ordinary General Meeting of the company to be held on Wednesday, 29 May 2024 at 5:00 P.M IST at the registered office of Company at Capella Block, 5th Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081.

Signature of Shareholder/ Proxy

PROXY FORM

CIN : U72200TG1997PTC026801
Name of the Company : VITP Private Limited
Registered Office : Capella Block, 5th Floor, Plot No. 17, Software
Units Layout, Madhapur, Hyderabad – 500081.
Name of the Member(s) :
Registered Address :
Email-id :
Folio No. :

I / We, being the member(s) of _____ shares/debentures of the above-mentioned company, hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her

2. Name: _____
_____ Address: _____ E-mail Id: _____
_____ Signature: _____,
or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf for or against any resolution at the Extra-Ordinary General Meeting of the Company, to be held Wednesday, 29 May 2024 at 5:00 P.M IST at the registered office of Company at Capella Block, 5th Floor, Plot No. 17, Software Units Layout, Madhapur, Hyderabad – 500081.

Special Business:

Item No. 1 – Re-appointment of Mr. Venkata Madana Gopal Divvela as an Independent Director of the Company.

Item No. 2 – Re-appointment of Ms. Srilatha Cherukuri as Women Independent Director of the Company.

Signed this _____ day of _____, 2024

Signature of Shareholder : Signature of Proxy Holder(s)

Affix
Revenue
Stamp