



VIDWATHTM
Simplified Solutions

VIDWATH INNOVATIVE SOLUTIONS LIMITED

(Formerly known as Vidwath Innovative Solutions Private Limited)

#259-B, Sy.No.354, Hebbal
Industrial Area, Mysuru,
Karnataka - 570018.
CIN -U85500KA2015PLC082863

Sales Corporate Office - 27, GV Plaza S1, 2nd
Floor, 12th Main 1st Block ,Rajajinagar , Bangalore ,
Karnataka -560010.
GST NO : 29AAFCV2504E1ZJ UDYAM-KR-22-0003613

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 10TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VIDWATH INNOVATIVE SOLUTIONS LIMITED (FORMERLY KNOWN AS VIDWATH INNOVATIVE SOLUTIONS PRIVATE LIMITED) WILL BE HELD ON TUESDAY, 30 SEPTEMBER 2025, AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO 259-B SY NO 354, HEBBAL INDUSTRIAL AREA, MYSORE, HEBBAL, KARNATAKA, INDIA, 570018 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 2025 and the Balance Sheet as on that date and the Reports of the Directors' and Auditors' thereon.
2. To re-appoint Mr. Yogish Patil (DIN: 07220569) as a director, liable to retire by rotation
3. To appoint L U Krishnan & Co., Chartered Accountants, as statutory auditors of the company

SPECIAL BUSINESS

4. **TO APPOINT MS. SHAIN NADAF (DIN: 10935388) AS AN INDEPENDENT DIRECTOR:**

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shain Nadaf (DIN: 10935388), who was appointed as an Additional Director, designated as an Independent Director of the Company w.e.f. February 03, 2025, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a declaration that she meets the criteria for independence as provided under in the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Independent Director of the Company, not liable to retire by rotation and to hold office for a term five consecutive years commencing from February 03, 2025 i.e. up to February 02, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the following resolution.”

Notes:

- 1) The explanatory statement pursuant to section 102(1) of the companies act, 2013 with respect to the special business set out in the notice is annexed.
- 2) A member entitled to attend and vote at the annual general meeting is entitled to appoint proxy to attend and vote on his/her behalf and that the proxy need not be a member of the company. The instrument appointing the proxy in order to be effective must be deposited at the registered office of the company duly stamped and signed before the commencement of the meeting.
- 3) All documents referred to in notice will be available for inspection at company's corporate office during normal business hours on working days up to the date of the AGM.
- 4) Members are requested to bring the attendance slip sent herewith duly filled for attending the meeting.
- 5) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- 6) Members are requested to register their e-mail address (if not provided earlier) and changes if any, therein, to enable the company to send all communications to members in electronic mode.
- 7) Members seeking any information with regard to any relevant to be placed at the AGM are requested to write to the company on or before 11:00 AM. On September 30, 2025 through e-mail on info@visl.in the 'same will be replied by the company suitably.
- 8) The corporate members may authorise any of their representatives to attend the meeting. In such case, the corporate member shall pass a board resolution for the purpose of authorising it representatives.
- 9) The route map for the venue of the AGM is enclosed with this Notice

BY ORDER OF THE BOARD OF DIRECTORS
FOR VIDWATH INNOVATIVE SOLUTIONS LIMITED
(Formerly Known As Vidwath Innovative Solutions Private Limited)

YOGISH PATIL
MANAGING DIRECTOR
DIN: 07220569

Date: September 08, 2025
Place: Bangalore

ANNEXURE TO NOTICE

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

The following explanatory statement sets out material facts relating to the special business set out in the accompanying Notice of Annual General Meeting ("AGM"):

ITEM NO. 4 :

TO APPOINT MS. SHAIN NADAF (DIN: 10935388) AS AN INDEPENDENT DIRECTOR

The Board of Directors vide resolution dated February 03, 2025 have appointed Ms. Shain Nadaf, (DIN: 10935388) as an Additional Director and designated as an Independent Director, for a term of Five years w.e.f, February 03, 2025, subject to approval of the members.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), she holds office as Director up to the date of the ensuing Annual General Meeting. As required under section 160 of the Act, a notice has been received from a member signifying its intention to propose the appointment of Ms. Shain Nadaf, (DIN: 10935388) as a Director.

Ms. Shain Nadaf, (DIN: 10935388), has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, she fulfils the conditions specified in the Act read with rules made thereunder for appointment as an Independent Director and she is independent of the management.

Ms. Shain Nadaf, (DIN: 10935388) is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The terms and conditions for appointment of Ms. Shain Nadaf, (DIN: 10935388) as an Independent Director of the Company shall be open for inspection by the members at the Registered Office of the Company (during normal business hours) on any working day.

Brief resume and other details of Ms. Shain Nadaf, (DIN: 10935388) are provided in annexure to the Notice pursuant to the provision of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors are of the opinion that Ms. Shain Nadaf experience and knowledge in the various fields will certainly contribute to the growth of the Company.

In the opinion of the Board, Ms. Shain Nadaf fulfils the conditions for the appointment as an Independent Director as specified in the Companies Act, 2013 and the rules made thereunder and as per the SEBI Listing Regulations. She is independent of the management and possesses appropriate skill, experience and knowledge.

Ms. Shain Nadaf does not have any pecuniary relationship with the Company, directly or indirectly, other than the remuneration (in terms of sitting fees) and the commission, if any, payable to him. As a Independent Director of the Company, she is not related to any director or managerial personnel of the Company.

The Company has also received Notice under Section 160 of the Act from a Shareholder proposing the candidature of Ms. Shain Nadaf, (DIN: 10935388) for the office of a Director of the Company.

The aforesaid Independent Director has given declarations that she is not disqualified under Section 164 of the Act and that she meets the criteria of independence as prescribed under the Act.

Details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Name	Shain Nadaf
Director Identification Number (DIN)	10935388
Date of Birth	28-07-1985
Date of First Appointment	03-02-2025
Qualification	Master's in Business Administration
Years of Experience and Expertise in Specific Functional Areas	6 years
No. of equity shares held in the Company	NA
List of Directorships held in other Companies (excluding foreign companies)	1. Iberis Services Private Limited
Memberships/Chairmanships of Committees of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NA
Relationships, if any, between Directors inter se	NA

Pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, the approval of the Shareholders is required for the appointment of Ms. Shain Nadaf, (DIN: 10935388) as an Independent Director of the Company for the term of five (5) years effective from the February 03, 2025. She will not be liable to retire by rotation.

A copy of the draft letters of appointment of the aforesaid Independent Director, setting out the terms and conditions shall be placed on the table at the meeting for inspection by the Shareholders and shall also be available for inspection at the registered office of the Company on all working days of the Company, including the date of the Annual General Meeting.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Ms. Shain Nadaf, (DIN: 10935388), to whom the resolution relates, are concerned or interested in the Resolution mentioned in the Notice.

The Board recommends the Ordinary Resolution for approval by the members.

ATTENDANCE SLIP

Annual General Meeting – Tuesday 30th September 2025 at 11:00 A.M.

Registered Folio No.:
Name and address of the Member(s): (Name of the member), (Address)
No of Shares Held: _____ equity shares of Rs. ____/- each

I hereby record my presence at the Annual General Meeting of Company on Tuesday 30th September 2025 at 11:00 A.M at the Registered Office of the Company situated at No 259-B Sy No 354, Hebbal Industrial Area, Mysore, Hebbal, Karnataka, India, 570018

(Signature of Member/Proxy)

Date:

FORM 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]

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: E-mail Id:

Address:.....

Signature: or failing him

2. Name: E-mail Id:

Address:

Signature: or failing him

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 Vidwath Innovative Solutions Limited (Formerly Known as Vidwath Innovative Solutions Private Limited), to be held on Tuesday, 30 September 2025, AT 11:00 A.M. At The Registered Office Of The Company Situated At No 259-B SY No 354, Hebbal Industrial Area, Mysore, Hebbal, Karnataka-570018 India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolution(s)	Vote	
		For	Against
1.	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon		
2.	To re-appoint Mr. Yogish Patil (DIN: 07220569) as a director, liable to retire by rotation		
3.	To appoint L U Krishnan & Co., Chartered Accountants, as statutory auditors of the company		
4.	To appoint Ms. Shain Nadaf (din: 10935388) as an Independent director		

Signed this ____ day of ____ 2025

Affix Revenue Stamps

Signature of Shareholder

Signature of the Proxy Holder

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

**ROUTE MAP FOR VIDWATH INNOVATIVE SOLUTIONS LIMITED, MYSORE
(FORMERLY KNOWN AS VIDWATH INNOVATIVE SOLUTIONS PRIVATE LIMITED)**

