

NOTICE OF FORTIETH ANNUAL GENERAL MEETING OF THE COMPANY

Notice is hereby given that the 40th Annual General Meeting (AGM) of the Members of M/s. Virat Leasing Limited ("the Company") will be held on Friday, 27th September, 2024 at 12.00 noon (IST) at "B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 to transact the following business:

ORDINARY BUSINESS:

Item No. 1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company including Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and the Reports of the Board of Directors and Auditors thereon.

Item No. 2. Re-appointment of a Director:

To appoint a director in place of Mr. Rajeev Kothari (DIN: 00147196), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-election.

Item No. 3. Appointment of Statutory Auditors to fill casual vacancy occurred due to resignation caused by previous Statutory Auditors:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) 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 at their respective meetings held on 30th August, 2024, M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Ghosh & Basu LLP, Chartered Accountants (Firm Registration No. E300013) from the conclusion of ensuing Annual General Meeting for a period of one financial year i.e., 2024-25 and who shall hold office till the conclusion of Annual General Meeting to be held in the year 2025 at such terms and conditions and on such remuneration as may be decided by the Board in consultation with the Statutory Auditor.

RESOLVED FURTHER THAT any Director and/or Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as may be considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

SPECIAL BUSINESS:

Item No. 4. Appointment of Mr. Vidhu Bhushan Verma (DIN: 00555238) as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, including any statutory modifications, re-enactments and amendments thereof, Securities and Exchange Board of India (LODR) Regulations 2015, applicable regulations, notifications and circulars of Reserve Bank of India and based on the performance evaluation, recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their respective meetings held on 30th August, 2024, Mr. Vidhu Bhushan Verma (DIN: 00555238), who has

submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16 of the Securities and Exchange Board of India (LODR) Regulations 2015 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of director, be and is hereby appointed as the Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 30th August, 2024.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and to settle all matters arising out of and incidental thereto and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said resolution.”

Item No. 5. To approve existing as well as proposed material related party transactions:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof for the time being in force), the Company's policy on Materiality and dealing with Related Party Transaction(s), provisions of the Memorandum and Articles of Association of the Company and recommendations of the Audit Committee and the Board, consent of the Members of the Company be and is hereby accorded for entering into related party transactions and/ or carrying out and/ or continuing with contracts/ arrangements/ transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with the related parties as mentioned in explanatory statement, from the date of ensuing Annual General Meeting (“AGM”) up to the date of the next AGM for a period not exceeding fifteen months.

RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

For Virat Leasing Limited

Sd/-

Manisha Khandelwal
Company Secretary

Place: Kolkata
Date: 30.08.2024

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING” OR “AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be submitted at the corporate 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 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 Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Additional information, pursuant to Regulation 36(3) and 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this Annual General Meeting is furnished as an Annexure to the Notice.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP - ID and Client - ID/ Folio No.
5. Corporate Shareholders (i.e., other than Individuals/HUF, NRI, etc.) intending to attend AGM through their Authorised Representatives are requested to send a scanned copy (PDF/JPG Format) of their respective Board or Governing Body Resolution/Authorization, etc. authorizing its representative to attend the AGM on its behalf and to vote through poll or remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to rgadvisory18@gmail.com with a copy marked to the company's email address i.e., info@vll.co.in.
6. 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.
7. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and other relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting.
8. The Company has appointed **M/s. Niche Technologies Pvt. Ltd**, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, change of address intimation and other communication in relation thereto with respect to shares in electronic form should be addressed to the Registrars directly quoting Folio No., full name, and name of the Company as Virat Leasing Limited.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository participants with whom they are maintaining their demat accounts.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account

Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

11. Notice of the AGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on 16th August, 2024 at the e-mail ids registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Members may note that the Notice of AGM will also be available on the Company's website www.vll.co.in, website of the BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.
13. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
14. The Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.
15. The Voting Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.vll.co.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com immediately after the declaration of Result by the Chairman or any person authorized by him in writing.
16. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
17. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of AGM of the Company.

Voting Through Electronic Means:

18. Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with NSDL for facilitating voting through electronic means, as the authorized agency. The manner of voting remotely is provided in the instructions for e-voting section which forms part of this Notice.
19. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on 20th September, 2024 being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the AGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.
20. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. During the voting period, Members can login to NSDL's e-

Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

11. Notice of the AGM along with attendance slip and proxy form is being sent to all the members whose name appears in the Register of Members as on **16th August, 2024** at the e-mail ids registered with the Company/ Depository Participant(s). For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The Members may note that the Notice of AGM will also be available on the Company's website www.vll.co.in, website of the BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
12. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in electronic mode, respectively.
13. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all the members.
14. The Board of Directors of the Company has appointed Mr. Rajesh Ghorawat, Practicing Company Secretary as a Scrutinizer, for conducting poll during the Annual General Meeting and to oversee voting process.
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19. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on 20th September, 2024 being the cut-off date shall be entitled to avail the facility of remote e-voting or voting during the AGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.
20. The Members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again. During the voting period, Members can login to NSDL's e-

voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

21. The Members whose names appear in the Register of Members / List of Beneficial Owners as on 20th September, 2024 are entitled to vote on resolutions set forth in the Notice. Eligible Members who have acquired shares after sending the Notice and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.
22. The remote e-voting period begins on Tuesday, 24th September, 2024 at 9.00 A.M. (IST) and ends on Thursday, 26th September, 2024 at 5.00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. A person who is not a Member as on the cut-off date shall treat this notice for information purpose only.
23. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 20th September, 2024. A person whose name is recorded in the Register of Members maintained by Registrar and Share Transfer Agent or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of e-voting.
24. The instructions for members for remote e-voting are stated in Annexure I of this Notice.

ANNEXURE TO THE NOTICE**Details of Directors seeking appointment / reappointment in Annual General Meeting in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of Director	Rajeev Kothari	Vidhu Bhushan Verma
Date of Birth	31.07.1968	16.05.1962
Nationality	Indian	Indian
Date of first appointment on the board	20.03.2006	30.08.2024
Qualification	Graduate	Chartered Accountant
Experience in functional area	He has more than 25 years of experience and versatile knowledge in the fields of Foreign Exchange Trading, Portfolio Management, Accounts, Finance, Security Market Operations and related activities. He has deep understanding of the World Markets and their functioning and inter-relation. He strategized the Company's foray into investments and finance related activities.	He has experience of more than two decades in Investment and Trading of shares of securities and also in the field of Finance and Accounting
Relationship with other Directors	NIL	NIL
Shareholding in the Company	4000	NIL
List of directorships held in other Listed Companies	NIL	3
Committee membership in other Listed Companies	NIL	9

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("The Act")**Item No. 3**

M/s Ghosh & Basu LLP, Chartered Accountants have tendered their resignation as Statutory Auditors w.e.f. 26th August, 2024 citing reasons that due to the developments in the Audit Firm ("M/s Ghosh & Basu LLP, Chartered Accountants") they will not be able to continue as Statutory Auditors of the Company. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Appointment of Auditor in casual vacancy caused by the resignation of Statutory Auditors shall be approved by the Shareholders at the General Meeting within three months from the date of recommendation of the Audit Committee/Board of Directors of the Company. The Audit Committee and the Board of Directors of the Company at their respective meetings held on 30th August, 2024 recommended the appointment of M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Ghosh & Basu LLP, Chartered Accountants Accordingly, Shareholders' approval by way of Ordinary Resolution is sought.

M/s. Surajit Roy and Associates, Chartered Accountants (Firm Registration No. 326099E), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their

appointment, if made by the Shareholders, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 3 of the accompanying Notice as an Ordinary Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4:

Pursuant to the provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions (including any modification or enactment thereof), if any, of the Companies Act 2013 read with the Articles of Association of the Company, Mr. Pradeep Kumar Agarwal (DIN: 00583450) was appointed as Non-Executive Independent Director of the Company for 2 terms of five consecutive financial years. His second term of five consecutive financial years shall be expiring at the ensuing Annual General Meeting and his office shall be deemed to be vacated from such date.

Therefore, on recommendation of Nomination & Remuneration Committee, the Board has proposed the appointment of Mr. Vidhu Bhushan Verma (DIN: 00555238) as the Non-Executive Independent Director of the Company at the meeting held on 30th August, 2024 for a period of five consecutive years w.e.f. 30th August, 2024.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature for appointment of Mr. Vidhu Bhushan Verma (DIN: 00555238), for the office of Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Mr. Vidhu Bhushan Verma (DIN: 00555238), shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolution of item no. 4.

Brief profile of Mr. Vidhu Bhushan Verma (DIN: 00555238), nature of his expertise in functional areas and names of listed companies in which he holds directorship and membership/chairmanship of Board Committees, shareholding and relationships between directors as required under SEBI Listing Regulations, 2015 and the Secretarial Standard – 2 and other provisions of applicable laws are annexed to the Notice.

The Board commends the Special Resolution set out at Item No. 4 for the approval of the Members of the Company

Item No. 5:

As per the provisions of Section 188 of the Companies Act, 2013 (the "Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, such transactions, if material, require prior approval of shareholders, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of

business, as per the requirements of the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As per the amendments to clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which was effective from 1st April, 2022, provides transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Company is a Non-Banking Financial Company (NBFC), primarily engaged in the business of financing/investing, needs various corporate having presence in the state of West Bengal. Considering the nature of business and operations, the Company enters into various Related Party Transactions in the ordinary course of business and at arm's length price.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, approval of the Members is sought for arrangements/ transactions/contracts undertaken whether by way of continuation/ modification/ratification of earlier arrangements/ transactions/contracts and for transactions proposed to be entered into by the Company with Related Parties.

Further, the SEBI vide its circular bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 has clarified and specified that the Shareholders' approval of omnibus RPTs approved in an Annual General Meeting ("AGM") shall be valid up to the date of the next AGM for a period not exceeding fifteen months. Therefore, the Company is required to obtain Shareholders' approval in every AGM.

The details required as under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 in connection with the Material Related Party Transactions is given below.

Details of Summary of information provided by the management to the Audit Committee:

Name of the Related Party and its relationship with the listed entity including nature of its concern or interest (financial or otherwise):

Name of Companies/LLP/HUF/Individual	Nature of Interest
Decillion Finance Limited	Entity influenced by the Director
Fastflow Comodeal Limited	Enterprise influenced by KMP
Goyal Toys LLP	Entity influenced by the Director
Moti Finvest Private Limited	Entity influenced by the Director
Rambhakta Enterprises LLP	Entity influenced by the Director
Sumit Goyal	Son of Director
Virendra Kumar Goyal	Brother of Director
Virendra Kumar Goyal HUF	Karta is Brother of Director
VZ Vanijya LLP	Entity influenced by the Director
Yashoyog Commercial LLP	Entity influenced by the Director

Name of Companies/LLP/HUF/Individual	Nature of Interest
Centuple Trading LLP	Entity influenced by the Director
Centuple Commercial LLP	Entity influenced by the Director
Goyal Commercial Private Limited	Entity influenced by the Director
Littlestar Tracom LLP	Entity influenced by the Director
Mayborn Investments Private Limited	Entity influenced by the Director
Manisha Khandelwal	Company Secretary
Virendra Kumar Goyal	Chief Financial Officer
Aurelian Commercial LLP	Entity influenced by the Director
Ultra Dealers Private Limited	Entity influenced by the Director
ABM Finlease Private Limited	Entity influenced by the Director
Scintilla Commercial & Credit Limited	Entity influenced by the Director
Varsha Jain	Daughter of Director
Renu Goyal	Wife of Director
Spectrum Pestrogan Pvt Ltd	Entity influenced by the Director
Tubro Consultants & Enterprises Private Limited	Entity influenced by the Director
Vibgyor Commotrade Pvt Ltd	Entity influenced by the Director
Dignity Dealtrade Pvt Ltd	Entity influenced by the Director
Daffodil Dealtrade Pvt. Ltd	Entity influenced by the Director
Kaushal Investments Ltd	Entity influenced by the Director
Lifestyle Vanijya LLP	Entity influenced by the Director
G Jitendra HUF	Karta is a Director
Y.K. Goyal & Sons HUF	Karta is a Director
Zigma Commosales Private Limited	Entity influenced by the Director
Horizon Agro Processing Private Limited	Entity influenced by the Director
Anjaniputra Promoters Private Limited	Entity influenced by the Director
Laxmidhan Properties Private Limited	Entity influenced by the Director
Shreyans Stockinvest Pvt Ltd	Entity influenced by the Director
Sumit Technisch & Engineering Pvt Ltd	Entity influenced by the Director
Aurelian Trading LLP	Entity influenced by the Director
Merit Commosales LLP	Entity influenced by the Director
Twinkle Vintrade LLP	Entity influenced by the Director
Daulat Vintrade LLP	Entity influenced by the Director
Suncity Dealers LLP	Entity influenced by the Director
Silverlake Tradelinks LLP	Entity influenced by the Director
Success Dealers LLP	Entity influenced by the Director
Icon Commotrade LLP	Entity influenced by the Director
Skylight Vintrade LLP	Entity i nfluenced by the Director
Maruti Tie-Up LLP	Entity influenced by the Director
Planet Dealtrade LLP	Entity influenced by the Director
Yashoyog Investments	Entity influenced by the Director
KVZ Enterprises	Entity influenced by the Director
Balaji Enterprises	Entity influenced by the Director
Rubicam Agencies Private Limited	Entity influenced by the Relative of Director
HSF Food Pro -Tech Private Limited	Entity influenced by the Relative of Director

Materiality Thresholds for Related Party Transactions:

<u>Nature of Transactions</u>	<u>Value of Transactions (Rs)</u>
Purchase/ sale of securities from/ to related parties	2,50,00,000/-
Granting of loan to each related party	2,50,00,000/-
Availing of loan from related parties	2,50,00,000/-
Remuneration paid to Key Managerial Personnel	25,00,000/-
Rent Paid	5,00,000/-
Expenses incurred/ re-imbursed for availment/ providing of services	10,00,000/-

In the event the Company becomes aware of any RPT that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practical before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction and the Company shall take such action as the Committee deems appropriate under the circumstances.

Material terms and particulars of the proposed transaction:

Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract. The particulars of the proposed transaction are mentioned above.

If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity:

Not applicable as the Company is Non-Banking Financial institution (NBFC) Company.

Details of the source of funds in connection with the proposed transaction:

Not Applicable

Details of financial indebtedness incurred:

Not Applicable

Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security:

Not Applicable

The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction:

Not Applicable

Justification as to why the Related Party Transaction is in the interest of the listed entity:

The Company is a Non-Banking Financial Company (NBFC), primarily engaged in the business of financing/investing, needs various corporate having presence in the state of West Bengal. These are treated as related party transactions by virtue of law itself and there is no discrimination made while the transactions entered with a related party and unrelated parties. Considering the nature of business and operations of the

Company, transactions as mentioned above will help for meeting its business requirements and overall business performance of the Company.

A copy of the valuation or other external party report, if any such report has been relied upon:

Not Applicable

Any other information:

Nil

The Audit Committee and Board of Directors of the Company have approved the Related Party Transactions at their meetings held on 30th August, 2024 and have noted that such transactions may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Your Board of Directors considered the same and recommends passing of the resolution contained in Item No. 4 of the accompanying Notice as a Special Resolution.

Other than those mentioned above, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

For Virat Leasing Limited

Sd/-

Manisha Khandelwal
Company Secretary

Place: Kolkata
Date: 30.08.2024

ANNEXURE I

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 24th September, 2024 at 9:00 A.M. and ends on Thursday, 26th September, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20th September, 2024.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/ecureWeb/ideas Direct Reg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting

Type of shareholders	Login Method
	<p>page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>2. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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 a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

1. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
2. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
3. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
4. Now, you will have to click on “Login” button.
5. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rgadvisory18@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@vll.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@vll.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



VIRAT LEASING LIMITED

CIN: L65910WB1984PLC098684

Regd. Office: 1 CROOKED LANE, 3rd Floor, Room No-324, Kolkata-700 069

Email: info@vll.co.in; Website: www.vll.co.in

Attendance Slip

(Please fill in attendance slip and hand it over at the entrance of the meeting Hall.)

DP ID*		Folio No.	
Client ID*		No. of Shares	
Name of the member(s) (in Block Letters)			
Name of the Proxi, of any (in Block Letters)			

I hereby record my presence at the 40th Annual General Meeting of the Company being held on Friday, 27th September, 2024 at 12.00 noon (IST) at B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 and at any adjournment thereof.

Signature of Shareholder

Signature of Proxy

Notes:

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.
- * Applicable for investors holding shares in electronic form



VIRAT LEASING LIMITED

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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]

Name(s) of the Shareholder(s) (including joint-holders, if any):	
Registered address of the Shareholder(s):	
Registered Folio No. /Client ID No. /DP ID No.:	
No. of equity Shares Held	

I/ We being the member(s) of ____ equity share of the above mentioned Company hereby appoint:

Name :

Address :

E-mail ID:..... Signature..... Or failing him / her

Name :

Address :

E-mail ID:..... Signature..... Or failing him / her

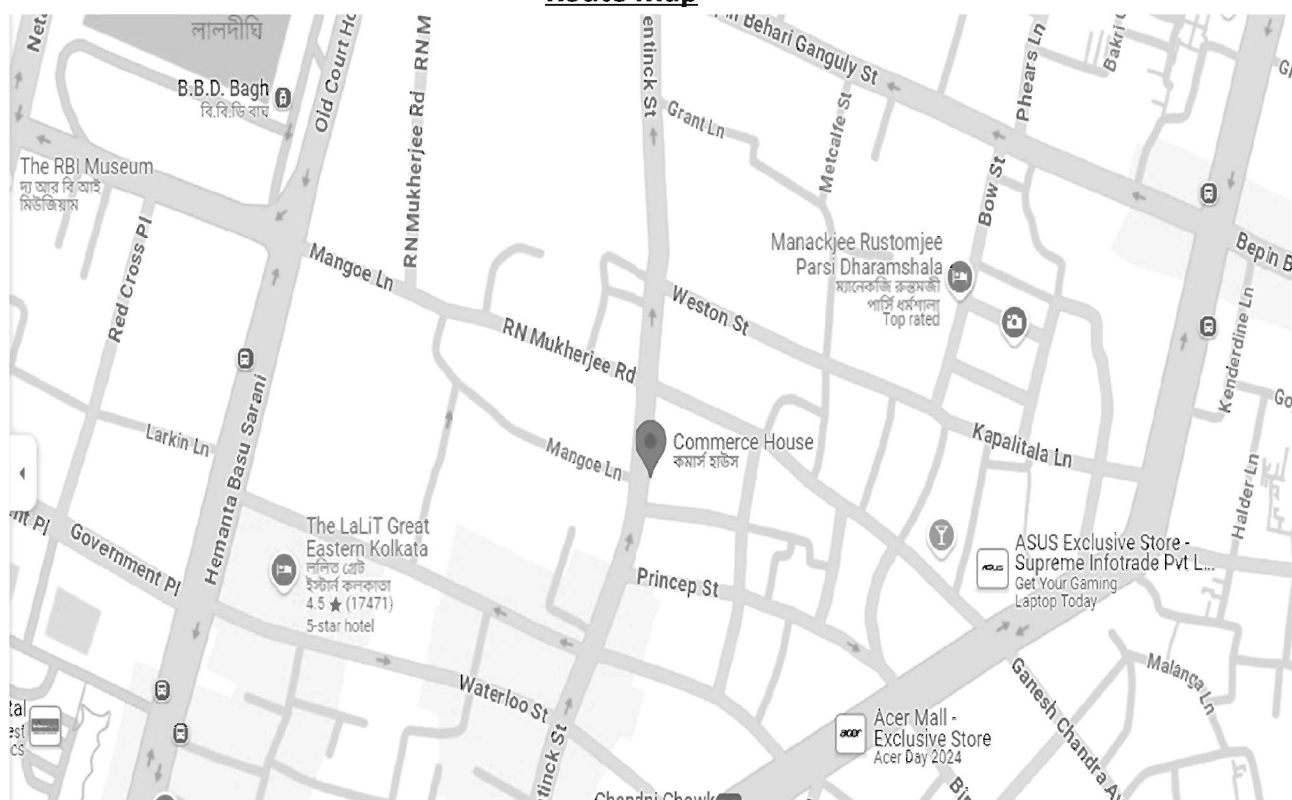
Name :

Address :

E-mail ID:..... Signature..... Or failing him / her

as my/our proxy to vote for me/us on my/our behalf at the 40th Annual General Meeting of the Company scheduled to be held on Friday, 27th September, 2024 at 12.00 noon (IST) at "B B D Bag Professional Association", "Commerce House", 2A Ganesh Chandra Avenue, 4th Floor, Room No: 1, Kolkata-700013 and any adjournment thereof, in respect of such resolutions as are indicated below:

Route Map



VIRAT LEASING LIMITED

CIN: L65910WB1984PLC098684

Regd. Office: 1 CROOKED LANE, 3rd Floor, Room No-324, Kolkata-700 069

Email: info@vll.co.in; Website: www.vll.co.in

* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution Nos.	Resolutions	For	Against
1	To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March 2024.		
2	To appoint a director in place of Mr. Rajeev Kothari (DIN: 00147196), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint Statutory Auditors to fill casual vacancy occurred due to resignation caused by previous Statutory Auditors.		
4	To appoint Mr. Vidhu Bhushan Verma (DIN: 00555238) as Non-Executive Independent Director of the Company.		
5	To approve existing as well as proposed material related party transactions.		

Signed this _____ day of _____ 2024

Signature of Shareholder: _____ Signature of Proxy holder: _____

Affix Revenue Stamp

Notes:

- The Proxy form duly completed must be deposited at the corporate office of the Company not less than 48 hours before the commencement of the meeting.
- This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- Undated proxy form will not be considered valid.
- If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a member appoints a Proxy and both the member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- In the case of joint-holders, the signature of any one holder will be sufficient, but names of all the joint-holders should be stated.
- This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body registered, be under its seal or be signed by an officer or an attorney duly authorized by it.
- A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.