



## NOTICE OF 1<sup>ST</sup>-2025/26 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 1<sup>ST</sup>-2025/26 EXTRAORDINARY GENERAL MEETING (EGM) OF VDEAL SYSTEM LIMITED (CIN: L311 OOR2009PLC011396) (THE "COMPANY") WILL BE HELD ON TUESDAY, FEBRUARY 10<sup>TH</sup>, 2026 AT 11:30 AM (IST) AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 4/A, 41B & 6, JANLA INDUSTRIAL AREA, JATNI, KHORDHA, ORISSA, INDIA, 752054 TO TRANSACT THE FOLLOWING MATTERS AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS.

### SPECIAL BUSINESS:

1. To approve the appointment of M/s. B A P S & Associates, Chartered Accountants, Bhubaneswar, (Firm Registration No. 117119W) as the Statutory Auditors of the Company to fill the casual vacancy.

In this connection, if thought fit, to pass with or without modification(s), the following Resolutions as an Ordinary Resolution.

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof) and other applicable regulatory provisions, if any, and pursuant to the recommendation made by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) at the Meeting held on Thursday, January 15, 2026, the Company hereby appoints M/s. B A P S & Associates, Chartered Accountants (ICAI Firm Registration No. 117119W) as the Statutory Auditors of the Company for the financial year 2025 - 26 to fill the casual vacancy caused by resignation of the erstwhile Statutory Auditors, M/s. Agrawal Uma Shankar & Co., Chartered Accountants (FRN: 326700E).

**RESOLVED FURTHER THAT** M/s. B A P S & Associates, Chartered Accountants, is appointed as Statutory Auditors of the Company from the conclusion of this Extraordinary General Meeting till the next Annual General Meeting of the Company to be held in the calendar year 2026, and that they shall conduct the statutory audit for the period ended 31<sup>st</sup> March, 2026 and such other review / audit / certification work as may be required, on such remuneration as may be fixed by the Board of Directors in consultation with them.

### VDEAL SYSTEM LIMITED

(Formerly Known as Vdeal System Pvt. Ltd.)

Plot No. 4/A, 4/B & 6, Janla Industrial Area, Jatni, Khordha, Odisha, India - 752054,

+916742910670, contact@vdealsystem.com, www.vdealsystem.com

MSME REG NO : UDYAM-OD-19-0000858, CIN - L31100OR2009PLC011396

- Smart Electrical LT & HT Panels
- Industrial Automation
- IoT & Digitization
- Renewables
- Busduct



RESOLVED FURTHER THAT the Board of directors including any of its committee thereof, be and is hereby empowered and authorized to take such step, in relation to the above and to do all such acts, deed, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

**2. Regularization of Additional Director, Mr. Ullas Pradhan (DIN: 08784984) as Non-Executive and Independent Director of the Company.**

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

“RESOLVED THAT Mr. Ullas Pradhan (DIN: 08784984) who was appointed as an Additional Director (Independent and Non-Executive) of the Company pursuant to Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the with effect from November 12, 2025, by the Board of Directors, based the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ((SEBI Listing Regulations’) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company (on in force).”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or reenactment thereof for the time being read Directors) Rules, with 2014, and Schedule IV to the Act, the Companies (Appointment and Qualification of as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mr. Ullas Pradhan, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from November 12, 2025 to November 11, 2030, be and is hereby approved.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on behalf of the Board of Directors  
VDEAL SYSTEM LIMITED**

**Sd./-**

**Dhiraj Kochar**

Managing Director-cum-CEO

DIN: 02721911

Place: Bhubaneswar

Dated: 15-01-2026

**Registered Office:**

Plot No. 4/A, 41B & 6, Janla Industrial Area,  
Jatni, Khordha, Orissa, India, 752054

Mail id: [info@vdealsystem.com](mailto:info@vdealsystem.com)

Website: [www.vdealsystem.com](http://www.vdealsystem.com)

**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of 1<sup>st</sup>-2025/26 Extraordinary General Meeting ("EGM").
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

3. 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 Meeting.
4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31, 2025.
5. Details as required in Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Directors seeking appointment / re-appointment at the EGM forms integral part of this Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment.

6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. 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. Members holding shares in physical form can submit their PAN to the Company / Registrar.
8. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.
9. Members can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
10. Documents open for inspection: **A.** *During the period beginning 24 (twenty-four) hours before the time fixed for the EGM, 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 3 (three) days of advance notice in writing is given to the Company;* **B.** *Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1 ) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the EGM; and* **C.** *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 Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the ACM.* **D.** *Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.*
11. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

We urge shareholders to support environmental protection by choosing to receive the Company's communication through email. Shareholders whose email address is not registered with the Company/ RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:

- Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at [cameo@cameoindia.com](mailto:cameo@cameoindia.com) (RTA Email ID).
  - Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).
  - Shareholders may note that registration of email address and mobile number is mandatory while voting electronically and joining virtual meeting.
12. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
  13. The Register of members and the Share Transfer Books of the company will remain closed from **Wednesday, February 4, 2026** to **Tuesday, February 10, 2026** (both days inclusive) for the purpose of EGM.
  14. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Cameo Corporate Services Limited ("RTA" or "Registrar") having registered office at Subramanian Building #1, Club House Road, Chennai 600002 – India.  
E- mail: [cameo@cameoindia.com](mailto:cameo@cameoindia.com).
  15. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of EGM ("Remote E-voting") in the manner provided below, during the e-voting period.
  16. The Remote E-voting period commences on **Saturday, February 7, 2026 at 9:00 (IST)** and ends on **Monday, February 9, 2026 at 17:00 (IST)**. During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote e-voting period, facility will be blocked.
  17. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Tuesday, February 3, 2026** (the "**Cut Off Date**") only shall be entitled to vote through Remote E-voting and at the EGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

18. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
19. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again,
20. The Board of Directors has appointed CS Nilakantha Samal (Membership No: FCS 10598, COP No: 14131) Practicing Company Secretaries, Bhubaneswar, as the scrutinizer to the remote e-voting process, and voting at the venue of the EGM in a fair and transparent manner. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 2 (two) working days of the conclusion of the Meeting.
21. Attendance slip, proxy form and the route map showing directions to reach the venue of the 1<sup>st</sup>–2025/26 EGM is given as per the requirement of the Secretarial Standards - 2 on General Meetings.
22. Members are requested to intimate changes, if any, about their name, postal address, e- mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-I, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
23. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website <https://cameoindia.com> and are also available on company's website <https://vdealsystem.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
24. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-I for capturing additional details is available on the Company's website <https://vdealsystem.com>. Members holding shares in physical form are requested to submit the filled-in Form No. ISRI to the RTA in physical mode, Members holding shares in electronic

form are requested to submit the details to their respective DP only and not to the Company or RTA.

25. Members seeking any information with regard to the accounts or any matter to be placed at the EGM, are requested to write to the Company at an early date through email on [compliance@vdealsystem.com](mailto:compliance@vdealsystem.com). The same will be replied by the Company in due course.

*Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members during EGM.*

### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

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**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on **Saturday, February 7, 2026 at 9:00 (IST)** and ends on **Monday, February 9, 2026 at 17:00 (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, February 3, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CLR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.  
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to



register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CLR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode <b>with NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 page. Click on company name or e-Voting service provider name and you will be redirected to eVoting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service</li> </ol>

	provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	Tou can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 22 - 2499 7000.

**STEP 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

v. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<p>Dividend Bank Details <b>OR</b> Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- vi. After entering these details appropriately, click on '**SUBMIT**' tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant i.e. **Vdeal System Limited** on which you choose to vote.



- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. Additional Facility for Non — Individual Shareholders and Custodians - For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com),
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@vdealsvsystem.com](mailto:compliance@vdealsvsystem.com), if they



have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders — Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to:

[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to:

Mr. Rakesh Dalvi, Sr. Manager, (CDSL)

Central Depository Services (India) Limited,

A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),  
Mumbai - 400013

or

send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**Statement pursuant to section 102 of the Companies Act, 2013 as required by section 102 (1) of the Companies Act, 2013 and such other applicable rules (if any), including any statutory modification (s) thereof.**

**The following statement sets out all material facts relating to the Special Business mentioned in the accompanying notice and shall be taken as forming part of it.**

**1. To approve the appointment of M/s. B A P S & Associates, Chartered Accountants, Bhubaneswar, (Firm Registration No. 117119W) as the Statutory Auditors of the Company to fill the casual vacancy.**

M/s. Agrawal Uma Shankar, Chartered Accountants were appointed as the Statutory Auditors of the Company and who shall hold office upto the conclusion of Annual General Meeting to be held for Financial Year 2028-29 of the Company. However, M/s. Agrawal Uma Shankar vide their letter dated November 12, 2025 have resigned as the Statutory Auditor of the Company due to commercial reasons.

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. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings January 15, 2026 recommended the appointment of M/s. B A P S & Associates, Chartered Accountants, (Firm Registration No. 117119W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Agrawal Uma Shankar and shall hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the financial year ending on March 31, 2026.

M/s. M/s. B A P S & Associates, Chartered Accountants, 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 members, 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.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

**2. Regularization of Additional Director, Mr. Ullas Pradhan (DIN: 08784984) as Non-Executive and Independent Director of the Company.**

The Board of Directors on the recommendation of Nomination and remuneration Committee, appointed Mr. Ullas Pradhan (DIN: 08784984) as an Additional Director (Non-executive, Independent Director) of the Company, with effect from November 12, 2025 under Section 149, 150 and 152 of the Companies Act 2013. Pursuant to regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, Mr. Ullas Pradhan shall hold office up to the date of next General meeting or for a period of 3 months from the date of appointment, whichever is earlier.

Mr. Ullas Pradhan is eligible to be appointed as an Additional and Independent Director for a term of up to 5 consecutive years. The Company has received notice under Section 160 of the Companies Act 2013 from Mr. Ullas Pradhan signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of Independence from Mr. Ullas Pradhan.

In the opinion of the Board, Mr. Ullas Pradhan fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (Listing Regulations) for being eligible for his appointment.

Mr. Ullas Pradhan not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Board noted that Mr. Ullas Pradhan's background and experience are aligned to the role and capabilities identified by the NRC (Nomination and Remuneration Committee) and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

- More than four decades of overall experience in Functional Domain like Marketing, Sales, Training various Manufacturing industries, Trading organizations, MNCs. Hold the position like senior management, Core management etc.
- International award winner, Business Coach, mentor, Trainer, Communication expert.

Consent of the shareholders by passing an Ordinary Resolution is required in this regard. The resolution seeks the approval of members for the appointment of Mr. Ullas Pradhan as an Independent Director of the Company from November 12, 2025 to November 11, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Ullas Pradhan as an Independent Director of the Company, as an ordinary as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Ullas Pradhan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 2 The Board recommends the ordinary resolution as set out in Item no. 2 of this notice for the approval of Members.

#### **Additional Information:**

**(Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)**

<b>Sl. No.</b>	<b>Details of events that need to be provided</b>	<b>Information of such event(s)</b>
<b>01.</b>	<b>Name of the Director</b>	Mr. Ullas Pradhan
<b>02.</b>	<b>Director's Identification Number (DIN)</b>	08784984
<b>03.</b>	<b>Date of Birth</b>	23/07/1960
<b>04.</b>	<b>Qualification</b>	M.S.W. Pune University, B.Com. from Ravenshaw University (Cuttack, Odisha)
<b>05.</b>	<b>Expertise in Specific Functional Areas</b>	<ul style="list-style-type: none"> <li>• More than four decades of overall experience in Functional Domain like Marketing, Sales, Training various Manufacturing industries, Trading organizations, MNCs. Hold the position like senior management, Core management etc.</li> <li>• International award winner, Business Coach, mentor, Trainer, Communication expert.</li> </ul>
<b>06.</b>	<b>Skills and Capabilities required for the role and the manner in which the Directors meet the requirements</b>	The NRC (Nomination and Remuneration Committee) has determined criteria to be Considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company.
<b>07.</b>	<b>Terms and Conditions of Appointment</b>	Appointment as an Independent Director for a period of 5 Consecutive Years effective from November 12, 2025 to November 11, 2030 and shall not be liable to retire by rotation.
<b>08.</b>	<b>Details of remuneration last drawn</b>	Not Applicable
<b>09.</b>	<b>Details of remuneration sought to be paid</b>	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
<b>10.</b>	<b>Directorships in other listed Companies</b>	NIL
<b>11.</b>	<b>Inter-se relationship with other Directors/Key Managerial Personnel of the Company</b>	None



**Attendance Slip**  
**1<sup>st</sup>– 2025/26 Extraordinary General Meeting**

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Sr. No.....

<b>NAME (IN BLOCK LETTERS)</b>	
<b>ADDRESS</b>	
<b>REGISTERED FOLIO NO. / DP ID/ CLIENT ID</b>	
<b>SHAREHOLDER / PROXY/ AUTHORISED REPRESENTATIVE</b>	<hr/>

I/We hereby record my/our presence at the 1<sup>st</sup>–2025/26 Extraordinary General Meeting of the Company being held on **Tuesday, February 10<sup>th</sup>, 2026 at 11:30 AM** at the registered office of the Company at Plot No. 4/A, 41B & 6, Janla Industrial Area, Jatni, Khordha, Orissa, India, 752054.

***Signature of Shareholder / Proxy / Authorised Representative***

**Note:** Please fill up this attendance slip and hand it over at the entrance of the meeting hall.  
Proxies are requested to carry a valid ID proof for verification at the time of attendance.



### REMOTE E-VOTING PARTICULARS:

Dear Shareholder,

Sub: Process and manner for availing remote e-voting facility

As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting' ) in relation to the business to be transacted at the 1<sup>st</sup>-2025/26 Extraordinary General Meeting (EGM) of the company to be held on Tuesday, February 10, 2026 at 11:30 AM. The Company has engaged the services of Central Depository Services (India) Limited to provide remote e-voting facilities.

The Notice of EGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link [www.evotingindia.com](http://www.evotingindia.com).

The remote e-voting particulars are set out below.

<b>EVEN (Remote e-voting event Number)</b>	<b>User ID</b>	<b>Password/PIN</b>

The remote e-voting facility will be available during the following voting period:

<b>Commencement of remote e-voting</b>	<b>End of remote e-voting</b>
Saturday, February 7, 2026 at 9:00 AM (IST)	Monday, February 9, 2026 at 17:00 (IST)

**Notes:**

- 1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- 2) Members are requested to bring their copy of Notice for reference at the Meeting.



**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 of the Company: Vdeal System Private Limited  
CIN: L311 OOR2009PLC011396  
Registered Office: Plot No. 4/A, 41B & 6, Janla Industrial Area, Jatni, Khordha,  
Odisha - 752054  
Phone: +(91)-7377575765  
E-mail: [compliance@vdealsystem.com](mailto:compliance@vdealsystem.com)

Name of the Member:  
Registered Address:  
E-mail ID:  
Folio No.:

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/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 at the 1<sup>st</sup>-2025/26 Extraordinary General Meeting (EGM) of the Company, to be held on Tuesday, February 10, 2026 at 11:30 AM at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the Extraordinary General Meeting, as are indicated below:

Resolution No.	Description Resolution	Vote		
		For	Against	Abstain
Special Business				
Ordinary resolution				
1.				

	To approve the appointment of M/s. B A P S & Associates, Chartered Accountants, Bhubaneswar, (Firm Registration No. 117119W) as the Statutory Auditors of the Company to fill the casual vacancy.			
<b>2.</b>	Regularization of Additional Director, Mr. Ullas Pradhan (DIN: 08784984) as Non-Executive and Independent Director of the Company.			

Signed this ..... Day of .....

Signature of shareholder ..... Signature of Proxy holder: .....

Affix Rs,  
1 Revenue  
Stamp

**Notes: (1) 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. (2) A proxy need not be a member of the Company. (3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members. (4) The Form of proxy confers authority to demand or join in demanding a poll. (5) The submission by a member of this Form of proxy will not preclude such member from attending in person and voting at the meeting.**

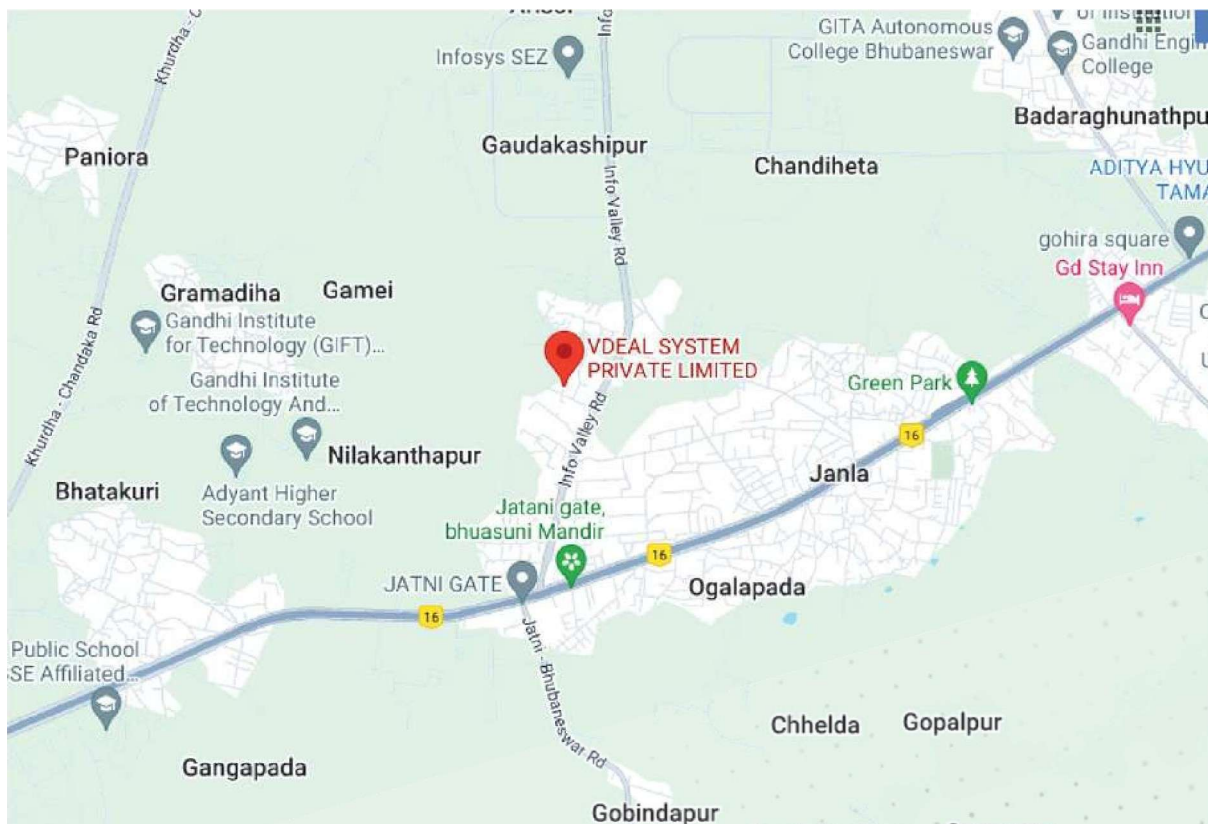
#### **SUBMISSION OF E-MAIL ADDRESS OF MEMBERS OF VDEAL SYSTEM LIMITED**

Name	
Email ID	
Address	
D.P. I.D.	
Client Id.	
Folio No. In case of Physical holding	
No. of Equity shares Held (The Period for Which Held) Member	
Specimen Signature of Member	

## ROUTE MAP OF THE VENUE OF THE 1<sup>ST</sup> -2025/26 EXTRAORDINARY GENERAL MEETING

**Vdeal System Limited**

**Address: Plot No. 4/A, 41B & 6, Janla Industrial Area, Jatni, Khordha, Odisha — 752054, India**



**VDEAL SYSTEM LIMITED**

**REGISTERED OFFICE OF COMPANY: -**

**AT-PLOT NO. 4/A, 4B & 6, JANLA INDUSTRIAL AREA,**

**JATNI, KHORDHA, ORISSA, INDIA, 752054**

**Tel/Fax- 06722-223416,**

**Mail id: [contact@vdealsystem.com](mailto:contact@vdealsystem.com)**

**[www.vdealsystem.com](http://www.vdealsystem.com)**

