



## **NOTICE OF EXTRA ORDINARY GENERAL MEETING (Meeting Sr. No. EOGM 1/2024-25)**

Notice is hereby given to the Shareholders (the "Shareholders" or the "Members") of Viviana Power Tech Limited ("Company") that the Extra-Ordinary General Meeting (Sr no. EOGM 1/2024-25) of the Company will be held on **Friday, July 12, 2024 at 12:00 P.M** through Video Conferencing /Other Audio-Visual Means to transact the following special businesses:

### **ITEM NO. 1: ISSUANCE OF 3,08,500 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), each as amended from time to time, the listing agreements entered into by the Company with BSE Limited ("Stock Exchange") on which the equity shares of the Company having face value of Rs. 10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("SEBI") and/or any other statutory / regulatory authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required from applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the Members be and is hereby accorded to create, issue, **offer and allot upto 3,08,500 Equity Shares at a price of Rs. 625 per Equity Share (at a premium of Rs. 615 per Equity Share), aggregating upto Rs. 19,28,12,500** proposed allottees ("Investor") for cash consideration by way of a preferential issue on a private placement basis ("Preferential Issue"), and on such terms and conditions as may be determined by

#### **VIVIANA POWER TECH LIMITED**

*(Formerly known as Viviana Power Tech Private Limited)*

ELECTRIFYING NATION WITH TRUST

Epc Projects of Power Transmission/Distribution upto 400KV System

Regd. Add. : 313-315, Orchid Plaza, Bh..McDonalds's Sama Savli Road,Vadodara-390008

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the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws to the following persons / entities:

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Public)	Maximum No. of Equity Shares to be allotted
1	Innovest Ventures	Public	64,000
2	Vibha Gupta	Public	45,000
3	Sangita Nainish Choksi	Public	2,500
4	Pragneshbhai N. Sheth	Public	1,000
5	Udaybhai N. Sheth	Public	1,000
6	Kaushalbhai N. Sheth	Public	1,000
7	Vatsal Kaushal Sheth	Public	500
8	Tarun Indravadan Shah	Public	13,000
9	Sunil Pranjivanbhai Shah	Public	5,000
10	Kavita Kamlesh Kumar Gupta	Public	500
11	Kamlesh Kumar Gupta	Public	500
12	Patel Gunjankumar Subodhchandra	Public	500
13	Mihir Nimeshkumar Soni	Public	1,000
14	Mahor Chandani Gajendrabhai	Public	500
15	Vidhi Shah	Public	500
16	Bhoomi Pola	Public	500
17	Shambhubhai Kalyanbhai Patel	Public	500
18	Bhavik Ranchhodbhai Thakrani	Public	1,000
19	Megha Snehal Shah	Public	1,000
20	Renu Sakrani	Public	1,000
21	Jayesh Vinodchandra Shah	Public	500
22	Jasvantbhai Ramjibhai Patel	Public	2,000
23	Vishakha M Patel	Public	1,000
24	Divya Aggarwal	Public	7,000
25	Deepak Shah	Public	10,000
26	Anil Kumar Veda	Public	10,000
27	Amit Agarwal	Public	8,000
28	Indubai Soma Hirve	Public	4,000
29	Gunjan	Public	32,000
30	Abhayadeep Singh	Public	8,000
31	Sushma Rani Sachdeva	Public	3,000
32	Harrmit Dillon	Public	3,000
33	Sumit Gupta	Public	4,000
34	Vineet Pandey	Public	3,000

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35	Ankur Gupta	Public	3,000
36	Deepak Gugnani	Public	4,000
37	Urvi Trivedi	Public	3,000
38	Ramaben Mansukhlal Shivani	Public	3,000
39	Rahul Sehgal	Public	3,000
40	Ritesh Srivastava	Public	3,000
41	Arpit Gupta	Public	4,000
42	Kuldeep Singh	Public	4,000
43	Kopal Chourey	Public	3,000
44	Nikhil Rungta	Public	3,000
45	Mayank Singh	Public	4,000
46	Praveen Kumar	Public	2,500
47	Sudhir Kumar	Public	3,000
48	Govind Dharmaji Karmarkar	Public	3,000
49	Sandip Nandlal Chandak	Public	2,500
50	Manisha Verma	Public	3,000
51	Mangala Ashok Munot	Public	3,000
52	Zoeb Musaji Kachwala	Public	3,000
53	Yash Vardhan Singh	Public	4,000
54	Mrs Harsha Talreja	Public	4,000
55	Saurabh Tripathi	Public	3,000
56	Manish Lalwani Huf	Public	2,500
57	Nikesh Yadav	Public	2,000
	Total	-	3,08,500

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is June 12, 2024, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”) on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws :

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be

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subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further continuance or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, sequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**ITEM NO. 2: ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreements entered into by the Company with NSE Limited ( the “Stock Exchange”) where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Board be and is hereby accorded, subject to the consent of the members of the Company to create, issue, offer and allot, in one or more tranches, upto 51,500 [Fifty One Thousand Five Hundred] Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 625/- (Rupees Six Hundred Twenty Five Only) per warrant with a right to the warrant holders to apply for and be

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allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 615/- (Six Hundred Fifteen Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 3,21,87,500 /- (Rupees Three Crores Twenty One Lakhs Eighty Seven Thousand Five Hundred Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name Of Proposed Allottee	Maximum Number of Warrants	Category
1	Nikesh Kishorchandra Choksi	35000	Promoter
2	Priyanka Richi Choksi	14500	Promoter
3	Ravindra Pagedar	2000	Promoter
	Total	51500	

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Wednesday, June 12, 2024, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

“RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.
- The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank *paripassu* in all respects including dividend, with the existing equity shares of the Company.
- An amount equivalent to at least 25% of the warrant issue price i.e. Rs.625/- (Rupees Six Hundred Twenty-Five Only) per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.

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- d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.
- h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been titled to receive; and (b) pays such consideration for such equity shares to the

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Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

- m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

“RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

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"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By order of the Board of Directors  
For Viviana Power Tech Limited

Sd/-

**Nikesh Choksi**

Managing Director

DIN 07762121

Date: July 03, 2024

Place : Vadodara

**INSTRUCTIONS:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

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4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.vivianagroup.in](http://www.vivianagroup.in). The Notice can also be accessed from the websites of the Stock Exchanges National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsd.com](http://www.evoting.nsd.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 14.06.2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 14.06.2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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Email: [info@vivianagroup.in](mailto:info@vivianagroup.in) | Mo.No.:+91 8866797833 | Web : [www.vivianagroup.in](http://www.vivianagroup.in) | CIN : L31501GJ2014PLC081671



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Tuesday July,9, 2024 at 09:00 A.M. and ends on Thursday, July 11, 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. 05.07.2024, 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 05.07.2024.

**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 and joining virtual meeting 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote

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e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>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 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; New System Myeasi 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
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<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

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5. 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.**
6. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 [Kashyap.cs@gmail.com](mailto:Kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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

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the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. 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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to NSDL office at [evoting@nsdl.co.in](mailto: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@vivianagroup.in](mailto:info@vivianagroup.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@vivianagroup.in](mailto:info@vivianagroup.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([info@vivianagroup.in](mailto:info@vivianagroup.in)). The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 & 2 of the accompanying Notice dated June 20, 2024.

Item No. 1 & 2:

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The Board of Directors of the Company (“Board”) at its meeting held on June 20, 2024, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of;

- upto 3,08,500 (Three Lakh Eight Thousand Five Hundred) Equity Shares of face value of Rs. 10/- each at a price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) per Equity Shares including premium of Rs. 615/- (Rupees Six Hundred and Fifteen only) aggregating upto a consideration not exceeding Rs. 19,28,12,500/- (Nineteen Crores Twenty Eight Lakhs Twelve Thousand Five Hundred Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).
- upto 51500 ( Fifty One Thousand Five Hundred ) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company for cash at an issue price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. Rs. 615/- (Rupees Six Hundred and Fifteen only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 3,21,87,500/- (Rupees Three Crores Twenty One Lakhs Eighty Seven Thousand Five Hundred Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

**List of specified investors to which the Equity Shares to be offered is provided here under:**

Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Public)	No. of Equity Shares proposed to be issued
1	Innovest Ventures	Public	64,000
2	Vibha Gupta	Public	45,000
3	Sangita Nainish Choksi	Public	2,500
4	Pragneshbhai N. Sheth	Public	1,000
5	Udaybhai N. Sheth	Public	1,000
6	Kaushalbhai N. Sheth	Public	1,000
7	Vatsal Kaushal Sheth	Public	500
8	Tarun Indravadan Shah	Public	13,000
9	Sunil Pranjivanbhai Shah	Public	5,000
10	Kavita Kamlesh Kumar Gupta	Public	500

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11	Kamlesh Kumar Gupta	Public	500
12	Patel Gunjankumar Subodhchandra	Public	500
13	Mihir Nimeshkumar Soni	Public	1,000
14	Mahor Chandani Gajendrabhai	Public	500
15	Vidhi Shah	Public	500
16	Bhoomi Pola	Public	500
17	Shambhubhai Kalyanbhai Patel	Public	500
18	Bhavik Ranchhodhbhai Thakrani	Public	1,000
19	Megha Snehal Shah	Public	1,000
20	Renu Sakrani	Public	1,000
21	Jayesh Vinodchandra Shah	Public	500
22	Jasvantbhai Ramjibhai Patel	Public	2,000
23	Vishakha M Patel	Public	1,000
24	Divya Aggarwal	Public	7,000
25	Deepak Shah	Public	10,000
26	Anil Kumar Veda	Public	10,000
27	Amit Agarwal	Public	8,000
28	Indubai Soma Hirve	Public	4,000
29	Gunjan	Public	32,000
30	Abhayadeep Singh	Public	8,000
31	Sushma Rani Sachdeva	Public	3,000
32	Harrmit Dillon	Public	3,000
33	Sumit Gupta	Public	4,000
34	Vineet Pandey	Public	3,000
35	Ankur Gupta	Public	3,000
36	Deepak Gugnani	Public	4,000
37	Urvi Trivedi	Public	3,000
38	Ramaben Mansukhlal Shivani	Public	3,000
39	Rahul Sehgal	Public	3,000
40	Ritesh Srivastava	Public	3,000
41	Arpit Gupta	Public	4,000
42	Kuldeep Singh	Public	4,000
43	Kopal Chourey	Public	3,000
44	Nikhil Rungta	Public	3,000
45	Mayank Singh	Public	4,000
46	Praveen Kumar	Public	2,500
47	Sudhir Kumar	Public	3,000
48	Govind Dharmaji Karmarkar	Public	3,000
49	Sandip Nandlal Chandak	Public	2,500

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50	Manisha Verma	Public	3,000
51	Mangala Ashok Munot	Public	3,000
52	Zoeb Musaji Kachwala	Public	3,000
53	Yash Vardhan Singh	Public	4,000
54	Mrs Harsha Talreja	Public	4,000
55	Saurabh Tripathi	Public	3,000
56	Manish Lalwani Huf	Public	2,500
57	Nikesh Yadav	Public	2,000
	Total	-	308500

**List of specified investors to which the Fully Convertible Warrants to be offered on Preferential basis is provided here under:**

Sr. No.	Name Of Proposed Allottee	Maximum Number of Warrants	Category
1	Nikesh Kishorchandra Choksi	35000	Promoter
2	Priyanka Richi Choksi	14500	Promoter
3	Ravindra Pagedar	2000	Promoter
	Total	51500	

**It may be noted that;**

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the

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Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

**(1) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on June 20, 2024, subject to the approval of the Members and such other approvals as may be required, approved the issuance upto 3,08,500 Equity Shares and 51,500 convertible warrants at a price of Rs. 625 per Equity Share (at a premium of Rs. 615 per Equity Share), aggregating upto Rs. 22,50,00,000 proposed allottees to the Investor, for cash consideration, by way of a preferential issue on a private placement basis.

**(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

- a. upto 3,08,500 (Three Lakh Eight Thousand Five Hundred only) Equity Shares of face value of Rs. 10/- each at a price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) per Equity Shares including premium of Rs. 615/- (Rupees Six Hundred and Fifteen only) aggregating upto a consideration not exceeding Rs. 19,28,12,500/- (Nineteen Crore, Twenty-eight Lakhs, Twelve Thousand Five Hundred Only) such price being not less than the minimum price as on the Relevant Date (as set out below) determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.
- a. Upto 51500 (Fifty One Thousand Five Hundred) fully convertible warrants (“Warrants”), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) each (including premium of Rs. 615/- per warrant) payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 3,21,87,500/- (Rupees Three Crore Twenty One Lakh Eighty Seven Thousand Five Hundred Only).

**(3) Objects of the Issue:**

**Objects of the Issue:**

The Company shall utilize the proceeds from the preferential issue of Equity Shares for the below mentioned objects:

To expand the existing business of the company and for future growth

- Development of new product lines or services.
- Enhancement of marketing and distribution networks.
- Strengthening working capital requirements.

**1. To finance working capital requirement of the company.**

Current projects and financial requirements:

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The company currently manages a portfolio of valued projects at approximately of Rs.176 crores. These projects span various industries, each contributing to the company's revenue stream and operational capacity. Understanding the nature of these projects is crucial to comprehending the company's current standing and its potential for growth.

Each project likely represents a different stage of development, from planning and initiation to execution and completion. The 176 crores encompass the aggregate value of all these projects, indicating the scale and diversity of the company's operations. Moreover, within this context, it's stated that the company requires a minimum of 17.50 crores to initiate these projects. This financial requirement suggests that there are upfront costs associated with starting these projects, such as procurement of materials, hiring of personnel, and initial operational expenses.

## **2. To expand the existing business of the company and for future growth.**

Strategic expansion through new contracts:

In addition to the ongoing projects, the company is actively pursuing new opportunities by enhancing the company's bidding capabilities and leveraging government support.

Nowadays, Governments are investing heavily in modernizing energy infrastructure to enhance efficiency, reduce transmission losses, and integrate renewable energy sources. This includes upgrading grid systems, deploying smart meters, and developing energy storage solutions. The Company will actively pursue government tenders and contracts, capitalizing on the favorable regulatory environment and government support for the energy sector.

The government's push for infrastructure development and energy efficiency creates a promising landscape for securing new orders. The Company is optimistic about securing new orders worth approximately 100 crores that will contribute to its growth and expansion plans. This initiative signifies the company's strategic intent to expand its business into new directions and will lead to substantial long-term benefits and establish a solid foundation for future success.

To fully understand the implications of this expansion, it's essential to consider several factors:

- i. **Diversification and risk management:** by pursuing new contracts, the company aims to diversify its revenue sources. This strategy is crucial for mitigating risks associated with over-reliance on a single sector or client. Diversification also enhances resilience against market fluctuations and economic downturns, as revenue streams from multiple sources can balance out financial impacts.
- ii. **Market penetration and growth:** the pursuit of new contracts worth 100 crores indicates the company's ambition to penetrate new markets or sectors. This could involve targeting industries where the company currently has limited presence or where there is high demand and growth potential. Successful acquisition of these contracts would not only increase revenue but also strengthen the company's market position and competitive advantage.
- iii. **Operational capabilities and resources:** expanding into new directions necessitates assessing the company's operational capabilities and resources. It requires evaluating whether the current infrastructure,

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workforce, and technological systems can support the execution of additional projects without compromising quality or timelines. Adequate preparation in terms of capacity building and resource allocation is essential to successfully managing expanded operations.

#### Impact on organizational structure and culture

Beyond the financial and operational aspects, pursuing new contracts and expanding into new directions can also impact the company's organizational structure and corporate culture. Here are some considerations:

- **Organizational agility:** adapting to new contracts may necessitate organizational restructuring or realignment of responsibilities. It could involve creating new departments or teams focused on specific sectors or projects, enhancing cross-functional collaboration, and promoting agility in decision-making and resource allocation.
- **Cultural adaptation:** expanding into new markets or sectors may require cultural adaptation to meet the expectations and requirements of new clients or stakeholders. It involves understanding the cultural nuances, business practices, and regulatory frameworks prevalent in target markets to build trust and establish long-term relationships.
- **Leadership and talent development:** successfully executing new contracts often requires strong leadership and talent development initiatives. It involves identifying and nurturing leadership qualities within the organization, fostering a culture of innovation and continuous learning, and attracting top talent with diverse skills and expertise relevant to new business directions.

#### Conclusion

In conclusion, the company's current position with valued projects at approximately of Rs.176 crores reflects a robust operational framework and revenue base. The need for 17.50 crores to initiate these projects underscores the initial investment required for successful project execution. Furthermore, the pursuit of new contracts worth 100 crores signifies the company's strategic intent to expand into new directions, diversify revenue streams, and enhance market presence.

To undertake all activities necessary or incidental to the above objectives, including but not limited to entering into agreements, collaborations, joint ventures, and other strategic alliances with third parties as deemed necessary for achieving the expansion and growth objectives of the company.

To comply with all applicable laws, regulations, and guidelines issued by regulatory authorities concerning the issue, allotment, and utilization of equity shares, ensuring transparency and fairness to all stakeholders involved.

#### **(4) Basis on which the price has been arrived at and justification for the price (including premium, if any)**

The equity shares of the company are listed on NSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and NSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI

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ICDR Regulations. The floor price of Rs.624.76/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

- a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs.484.26/- per Equity Share
- b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on NSE preceding the Relevant Date: Rs. 624.76/- per Equity Share

**Report of independent registered valuer:** Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the price of ₹ 625 /- (Rupees Six Hundred Twenty Five only) of the Equity Shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 12<sup>th</sup> June, 2024 issued by CA Ravi Ashok Kumar Jain, Registered Valuer (IBBI Registration No. IBBI/RV/04/2019/12615 ), in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: <https://vivianagroup.in>.

Hence, the Board proposes to issue Equity Shares and fully convertible warrants on preferential at price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.615/- (Rupees Six Hundred Fifteen Only) as a premium per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

**(5) The price or price band at/within which the allotment is proposed:**

The Equity Shares and fully convertible warrants on preferential basis are proposed to be issued at a price of Rs. 625/- (Rupees Six Hundred Twenty-Five Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs.615/- (Rupees Six Hundred Fifteen Only) as a premium per Equity Share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

**(6) Relevant Date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is Wednesday, June 12, 2024, being the date thirty days prior to the date of Extra Ordinary General Meeting. to the date of this Extra-Ordinary General Meeting (EGM), which happens to be July 12, 2024.

**(7) The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees :

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Sr. No.	Name of the Proposed Allottee	Category (Promoter/ Public)	No. of Equity Shares proposed to be issued
1	Innovest Ventures	Public	64,000
2	Vibha Gupta	Public	45,000
3	Sangita Nainish Choksi	Public	2,500
4	Pragneshbhai N. Sheth	Public	1,000
5	Udaybhai N. Sheth	Public	1,000
6	Kaushalbhai N. Sheth	Public	1,000
7	Vatsal Kaushal Sheth	Public	500
8	Tarun Indravadan Shah	Public	13,000
9	Sunil Pranjivanbhai Shah	Public	5,000
10	Kavita Kamlesh Kumar Gupta	Public	500
11	Kamlesh Kumar Gupta	Public	500
12	Patel Gunjankumar Subodhchandra	Public	500
13	Mihir Nimeshkumar Soni	Public	1,000
14	Mahor Chandani Gajendrabhai	Public	500
15	Vidhi Shah	Public	500
16	Bhoomi Pola	Public	500
17	Shambhubhai Kalyanbhai Patel	Public	500
18	Bhavik Ranchhodbhai Thakrani	Public	1,000
19	Megha Snehal Shah	Public	1,000
20	Renu Sakrani	Public	1,000
21	Jayesh Vinodchandra Shah	Public	500
22	Jasvantbhai Ramjibhai Patel	Public	2,000
23	Vishakha M Patel	Public	1,000
24	Divya Aggarwal	Public	7,000
25	Deepak Shah	Public	10,000
26	Anil Kumar Veda	Public	10,000
27	Amit Agarwal	Public	8,000
28	Indubai Soma Hirve	Public	4,000
29	Gunjan	Public	32,000
30	Abhayadeep Singh	Public	8,000
31	Sushma Rani Sachdeva	Public	3,000
32	Harrmit Dillon	Public	3,000
33	Sumit Gupta	Public	4,000
34	Vineet Pandey	Public	3,000
35	Ankur Gupta	Public	3,000
36	Deepak Gugnani	Public	4,000
37	Urvi Trivedi	Public	3,000

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38	Ramaben Mansukhlal Shivani	Public	3,000
39	Rahul Sehgal	Public	3,000
40	Ritesh Srivastava	Public	3,000
41	Arpit Gupta	Public	4,000
42	Kuldeep Singh	Public	4,000
43	Kopal Chourey	Public	3,000
44	Nikhil Rungta	Public	3,000
45	Mayank Singh	Public	4,000
46	Praveen Kumar	Public	2,500
47	Sudhir Kumar	Public	3,000
48	Govind Dharmaji Karmarkar	Public	3,000
49	Sandip Nandlal Chandak	Public	2,500
50	Manisha Verma	Public	3,000
51	Mangala Ashok Munot	Public	3,000
52	Zoeb Musaji Kachwala	Public	3,000
53	Yash Vardhan Singh	Public	4,000
54	Mrs Harsha Talreja	Public	4,000
55	Saurabh Tripathi	Public	3,000
56	Manish Lalwani Huf	Public	2,500
57	Nikesh Yadav	Public	2,000
	Total	-	308500

**The preferential Issue of the warrants** each carrying a right to subscribe to one equity share per warrant is proposed to be made to one investor under the class/ category as mentioned below:

Sr. No.	Name Of Proposed Allottee	Maximum Number of Warrants	Category
1	Nikesh Kishorchandra Choksi	35000	Promoter
2	Priyanka Richi Choksi	14500	Promoter
3	Ravindra Pagedar	2000	Promoter
	Total	51500	

**(8) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue**

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue. However, Mr. Nikesh Kishorchandra Choksi , Ms. Priyanka Richi Choksi and Mr. Ravindra Pagedar will subscribe for the warrants for meeting objects of the issue.

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**(9) Proposed time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares & warrants shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The warrants may be exercised by the proposed allottee, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

**(10) Principal terms of assets charged as securities**

Not applicable.

**(11) Shareholding pattern of the Company before and after the Preferential Issue**

**Pre and Post Preferential Issue Shareholding Pattern of the Company**

Sr. No.	Category of Shareholder(s)	Pre-Issue Dated		Post-Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
<b>A</b>	<b>Promoters &amp; Promoter Group Holding</b>				
<b>1.</b>	<b>Indian</b>				
a.	Individual	4381496	73.39	4432996	70.03
	<b>Total Promoters &amp; Promoter Group Holding (A)</b>	<b>4381496</b>	<b>73.39</b>	<b>4432996</b>	<b>70.03</b>
<b>B</b>	<b>Non-Promoters Holding</b>				
<b>1.</b>	<b>Institutional Investors</b>				
a.	Mutual Funds	0	0	0	0
b.	Alternate Investment Funds	0	0	0	0
c.	FPI / foreign body corporate	0	0	0	0
d.	Financial Institutions/ Banks	0	0	0	0
e.	Insurance Companies	0	0	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2.</b>	<b>Central Government/ State Government</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>Sub-Total (B)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>3.</b>	<b>Non-Institutions</b>				
a.	Individuals				

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(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	<b>1200504</b>	<b>20.11</b>	<b>1365004</b>	21.56
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	<b>206500</b>	<b>3.46</b>	283500	4.48
b.	NBFCs registered with RBI	0	0	0	
c.	Any other, specify				
	Foreign Companies	0	0	0	
	Hindu Undivided Family	<b>46000</b>	<b>0.77</b>	49000	0.77
	Non-Resident Indians	<b>65000</b>	<b>1.09</b>	<b>65000</b>	1.03
	Clearing Member	0	0	0	0
	Firms	<b>11500</b>	<b>0.19</b>	75500	1.19
	Trusts	<b>500</b>	<b>0.01</b>	<b>500</b>	0.01
	Body Corporate	<b>58500</b>	<b>0.98</b>	<b>58500</b>	0.92
	<b>Sub-Total (B)(3)</b>	<b>1588504</b>	<b>26.61</b>	1897004	29.97
	<b>Total Public Shareholding (B)</b>	<b>1588504</b>	<b>26.61</b>	1897004	29.97
	<b>Total (A)+(B)</b>	5970000	100.00	6330000	100.00

(Note: The above shareholding considers post conversion of warrants into Equity Shares)

**(12) Name and address of valuer who performed valuation:**

The valuation was performed by CA Ravi Ashok Kumar Jain, Registered Valuer (IBBI Registration No. IBBI/RV/04/2019/12615 having his office at E6-404, Happy Home Heights CHS Ltd, Poonam Gardens, Mira Bhayander Road, Mira Road (East), Thane 401107..

**(13) Amount which the Company intends to raise by way of such securities**

The Company intends to raise an amount of upto Rs. 19,28,12,500 /- (Nineteen Crores Twenty Eight Lakhs Twelve Thousand Five Hundred Only) by way of issue of Equity Shares and an amount of Rs. 3,21,87,500/- (Three Crore Twenty One Lakhs Eighty Seven Thousand Five Hundred Only) by way of issue of warrants.

**(14) Material terms of the proposed Preferential Issue of the Equity Shares and Fully Convertible Warrants**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares and Fully Convertible Warrants are stipulated in the special resolutions and explanatory notes as set out at Item No. 2 & 3 of this Notice.

**(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

**(16) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares**

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**proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

a) The Equity Shares are proposed to be allotted to Non-Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares are as under:

Sr. No.	Name of Proposed Allottees	Category	No. of Shares To be Allotted	Pre Pref. Holding		Post Pref. Holding*		Ultimate beneficial owners
				No. of Shares	% of holding	No. of Share	% of holding	
1	Innovest Ventures	Public	64,000	0	0	64,000	1.01	@@ As per below table
2	Vibha Gupta	Public	45,000	0	0	45,000	0.71	Vibha Gupta
3	Sangita Nainish Choksi	Public	2,500	500	0.01	3,000	0.05	Sangita Nainish Choksi
4	Pragneshbhai N. Sheth	Public	1,000	0	0	1,000	0.02	Pragneshbhai N. Sheth
5	Udaybhai N. Sheth	Public	1,000	6000	0.10	7,000	0.11	Udaybhai N. Sheth
6	Kaushalbhai N. Sheth	Public	1,000	2000	0.03	3,000	0.05	Kaushalbhai N. Sheth
7	Vatsal Kaushal Sheth	Public	500	1000	0.016	1500	0.02	Vatsal Kaushal Sheth
8	Tarun Indravadan Shah	Public	13,000	0	0	13,000	0.21	Tarun Indravadan Shah
9	Sunil Pranjivanbhai Shah	Public	5,000	500	0.01	5,500	0.09	Sunil Pranjivanbhai Shah
10	Kavita Kamlesh Kumar Gupta	Public	500	0	0	500	0.01	Kavita Kamlesh Kumar Gupta
11	Kamlesh Kumar Gupta	Public	500	0	0	500	0.01	Kamlesh Kumar Gupta
12	Patel Gunjankumar Subodhchandra	Public	500	0	0	500	0.01	Patel Gunjankumar Subodhchandra
13	Mihir Nimeshkumar Soni	Public	1,000	0	0	1,000	0.02	Mihir Nimeshkumar Soni

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14	Mahor Chandani Gajendrabhai	Public	500	0	0	500	0.01	Mahor Chandani Gajendrabhai
15	Vidhi Shah	Public	500	0	0	500	0.01	Vidhi Shah
16	Bhoomi Pola	Public	500	0	0	500	0.01	Bhoomi Pola
17	Shambhubhai Kalyanbhai Patel	Public	500	0	0	500	0.01	Shambhubhai Kalyanbhai Patel
18	Bhavik Ranchhodbhai Thakrani	Public	1,000	0	0	1,000	0.02	Bhavik Ranchhodbhai Thakrani
19	Megha Snehal Shah	Public	1,000	0	0	1,000	0.02	Megha Snehal Shah
20	Renu Sakrani	Public	1,000	0	0	1,000	0.02	Renu Sakrani
21	Jayesh Vinodchandra Shah	Public	500	0	0	500	0.01	Jayesh Vinodchandra Shah
22	Jasvantbhai Ramjibhai Patel	Public	2,000	0	0	2,000	0.03	Jasvantbhai Ramjibhai Patel
23	Vishakha M Patel	Public	1,000	2000	0.033	3,000	0.05	Vishakha M Patel
24	Divya Aggarwal	Public	7,000	0	0	7,000	0.11	Divya Aggarwal
25	Deepak Shah	Public	10,000	0	0	10,000	0.16	Deepak Shah
26	Anil Kumar Veda	Public	10,000	0	0	10,000	0.16	Anil Kumar Veda
27	Amit Agarwal	Public	8,000	0	0	8,000	0.13	Amit Agarwal
28	Indubai Soma Hirve	Public	4,000	0	0	4,000	0.06	Indubai Soma Hirve
29	Gunjan	Public	32,000	0	0	32,000	0.51	Gunjan
30	Abhayadeep Singh	Public	8,000	0	0	8,000	0.13	Abhayadeep Singh
31	Sushma Rani Sachdeva	Public	3,000	0	0	3,000	0.05	Sushma Rani Sachdeva
32	Harrmit Dillon	Public	3,000	0	0	3,000	0.05	Harrmit Dillon
33	Sumit Gupta	Public	4,000	0	0	4,000	0.06	Sumit Gupta
34	Vineet Pandey	Public	3,000	3000	0.05	6,000	0.09	Vineet Pandey
35	Ankur Gupta	Public	3,000	0	0	3,000	0.05	Ankur Gupta
36	Deepak Gugnani	Public	4,000	0	0	4,000	0.06	Deepak Gugnani
37	Urvi Trivedi	Public	3,000	0	0	3,000	0.05	Urvi Trivedi
38	Ramaben Mansukhlal Shivani	Public	3,000	0	0	3,000	0.05	Ramaben Mansukhlal

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								Shivani
39	Rahul Sehgal	Public	3,000	0	0	3,000	0.05	Rahul Sehgal
40	Ritesh Srivastava	Public	3,000	0	0	3,000	0.05	Ritesh Srivastava
41	Arpit Gupta	Public	4,000	0	0	4,000	0.06	Arpit Gupta
42	Kuldeep Singh	Public	4,000	0	0	4,000	0.06	Kuldeep Singh
43	Kopal Chourey	Public	3,000	0	0	3,000	0.05	Kopal Chourey
44	Nikhil Rungta	Public	3,000	0	0	3,000	0.05	Nikhil Rungta
45	Mayank Singh	Public	4,000	0	0	4,000	0.06	Mayank Singh
46	Praveen Kumar	Public	2,500	0	0	2,500	0.04	Praveen Kumar
47	Sudhir Kumar	Public	3,000	0	0	3,000	0.05	Sudhir Kumar
48	Govind Dharmaji Karmarkar	Public	3,000	0	0	3,000	0.05	Govind Dharmaji Karmarkar
49	Sandip Nandlal Chandak	Public	2,500	0	0	2,500	0.04	Sandip Nandlal Chandak
50	Manisha Verma	Public	3,000	0	0	3,000	0.05	Manisha Verma
51	Mangala Ashok Munot	Public	3,000	0	0	3,000	0.05	Mangala Ashok Munot
52	Zoeb Musaji Kachwala	Public	3,000	0	0	3,000	0.05	Zoeb Musaji Kachwala
53	Yash Vardhan Singh	Public	4,000	0	0	4,000	0.06	Yash Vardhan Singh
54	Mrs Harsha Talreja	Public	4,000	0	0	4,000	0.06	Mrs Harsha Talreja
55	Saurabh Tripathi	Public	3,000	0	0	3,000	0.05	Saurabh Tripathi
56	Manish Lalwani HUF	Public	2,500	0	0	2,500	0.04	@@ As per below table
57	Nikesh Yadav	Public	2,000	0	0	2,000	0.03	Nikesh Yadav

**@@ Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees**

Sr. No.	Name of proposed allottee	Ultimate Beneficial owner who ultimately controls the Allottees
1	Innovest Ventures	Neha Sharma Arpita Gupta Ankita Sarawat
2	Manish Lalwani HUF	Manish Lalwani

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b) The warrants are proposed to be allotted Promoter persons. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees of Warrants are as under:

Sr. No.	Name of Proposed Allottees	No. of Shares to be Allotted	Category	Pre Pref. Holding		Post Pref. Holding*		Ultimate beneficiaries owners
				No. of Shares	% of holding	No. of Shares	% of holding	
1	Nikesh Kishorchandra Choksi	35000	Promoter	4180000	70.02	4215000	66.59	Nikesh Kishorchandra Choksi
2	Priyanka Richi Choksi	14500	Promoter	104496	1.75	118996	1.88	Priyanka Richi Choksi
3	Ravindra Pagedar	2000	Promoter	500	0.01	2500	0.04	Ravindra Pagedar

**(17) The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee**

There will be no change in control in the Company consequent to the completion of the Preferential Issue to the Investor.

**(18) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

Except contribution of Rs. 3,21,87,500/- (Three Crore Twenty One Thousand Eighty Seven Thousand Five Only) by way of issue of warrants by Mr. Nikesh Kishorchandra Choksi, Mrs. Priyanka Richi Choksi and Mr. Ravindra Pagedar, no contribution is being made by Promoter or Directors of the Company as part of the Preferential Issue as above.

**(19) Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable

**(20) Lock-in Period**

- The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the **VIVIANA POWER TECH LIMITED** (Formerly known as Viviana Power Tech Private Limited)

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extent as specified under Regulations 167 of the SEBI ICDR Regulations.

- The warrants and the equity shares to be allotted pursuant to exercise of warrants shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval. Further, in case of warrants which are not listed on stock exchanges, the entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of such securities.

## (21) Listing

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. NSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

## (22) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/public:

Status of proposed allottees of Equity Shares:

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
1	Innovest Ventures	Public	Public
2	Vibha Gupta	Public	Public
3	Sangita Nainish Choksi	Public	Public
4	Pragneshbhai N. Sheth	Public	Public
5	Udaybhai N. Sheth	Public	Public
6	Kaushalbhai N. Sheth	Public	Public
7	Vatsal Kaushal Sheth	Public	Public
8	Tarun Indravadan Shah	Public	Public
9	Sunil Pranjivanbhai Shah	Public	Public
10	Kavita Kamlesh Kumar Gupta	Public	Public
11	Kamlesh Kumar Gupta	Public	Public
12	Patel Gunjankumar Subodhchandra	Public	Public
13	Mihir Nimeshkumar Soni	Public	Public
14	Mahor Chandani Gajendrabhai	Public	Public
15	Vidhi Shah	Public	Public
16	Bhoomi Pola	Public	Public
17	Shambhubhai Kalyanbhai Patel	Public	Public
18	Bhavik Ranchhodhbhai Thakrani	Public	Public
19	Megha Snehal Shah	Public	Public
20	Renu Sakrani	Public	Public
21	Jayesh Vinodchandra Shah	Public	Public

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22	Jasvantbhai Ramjibhai Patel	Public	Public
23	Vishakha M Patel	Public	Public
24	Divya Aggarwal	Public	Public
25	Deepak Shah	Public	Public
26	Anil Kumar Veda	Public	Public
27	Amit Agarwal	Public	Public
28	Indubai Soma Hirve	Public	Public
29	Gunjan	Public	Public
30	Abhayadeep Singh	Public	Public
31	Sushma Rani Sachdeva	Public	Public
32	Harrmit Dillon	Public	Public
33	Sumit Gupta	Public	Public
34	Vineet Pandey	Public	Public
35	Ankur Gupta	Public	Public
36	Deepak Gugnani	Public	Public
37	Urvi Trivedi	Public	Public
38	Ramaben Mansukhlal Shivani	Public	Public
39	Rahul Sehgal	Public	Public
40	Ritesh Srivastava	Public	Public
41	Arpit Gupta	Public	Public
42	Kuldeep Singh	Public	Public
43	Kopal Chourey	Public	Public
44	Nikhil Rungta	Public	Public
45	Mayank Singh	Public	Public
46	Praveen Kumar	Public	Public
47	Sudhir Kumar	Public	Public
48	Govind Dharmaji Karmarkar	Public	Public
49	Sandip Nandlal Chandak	Public	Public
50	Manisha Verma	Public	Public
51	Mangala Ashok Munot	Public	Public
52	Zoeb Musaji Kachwala	Public	Public
53	Yash Vardhan Singh	Public	Public
54	Mrs Harsha Talreja	Public	Public
55	Saurabh Tripathi	Public	Public
56	Manish Lalwani Huf	Public	Public
57	Nikesh Yadav	Public	Public

Status of proposed allottees of Warrants:

Sr. No.	Name of the Proposed Allottee	Current Status	Proposed Status
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1	Nikesh Kishorchandra Choksi	Promoter	Promoter
2	Priyanka Richi Choksi	Promoter	Promoter
3	Ravindra Pagedar	Public	Promoter

### (23) Undertakings

- a) Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2024-2025.
- b) Neither the Company nor any of its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.
- c) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- d) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- e) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- f) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- g) The Regulation 166A of the Chapter V of SEBI ICDR Regulations is applicable as the Company as it is proposed to issue more than 5% of the post issue fully diluted share capital of Company to the allottees as mentioned in Point No. (7) of Explanatory Statement, in case the warrants are not converted into equity shares in the specified time limit. In view of the same, the Company is in compliance with the requirement of The Regulation 166A of the Chapter V of SEBI ICDR Regulations.
- h) The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- i) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- j) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- k) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

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## **(24) Company Secretary's Certificate**

The certificate from M/s. Kashyap Shah & Co., Practicing Company Secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.vivianagroup.in](http://www.vivianagroup.in)

## **(25) Other disclosures**

- a) The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- b) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- c) Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5%, report of the registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue and under applicable provisions of SEBI ICDR Regulations.
- d) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.
- e) The investors have confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Investors has further confirmed that the Investors shall be an entity eligible under SEBI ICDR Regulations to undertake the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 1 & 2 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.1 & 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Except Mr. Nikesh Kishorchandra Choksi and Mrs. Priyanka Richi Choksi, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No.1 & 2 of this notice except and to the extent of their shareholding in the Company.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

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Date: July 09, 2024  
Place : Vadodara

By order of the Board of Directors  
For Viviana Power Tech Limited

Sd/-

**Nikesh Choksi**  
Managing Director  
DIN 07762121

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