VINAYAK LOCAL AREA BANK LTD

Reg. Office: Tirupati Complex, Station Road, Sikar – 332 001 (Rajasthan)
CIN: U65910RJ1999PLC015937; **Tel:**+91 1572242426/27/28/29 **Fax:** +91 1572 242 432
Website:www.vlabl.com **E-mail Id**: csvlabl@gmail.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH (26th) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF VINAYAK LOCAL AREA BANK LIMITED WILL BE HELD ON WEDNESDAY, 30th DAY OF SEPTEMBER, 2026 AT 12:30 HRS AT ITS REGISTERED OFFICE SITUATED AT TIRUPATI COMPLEX, STATION ROAD, SIKAR - 332 001 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

Item No. 1: Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the bank together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2026.

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

"RESOLVED THAT the Audited Financial Statements comprising the Balance Sheet as at March 31, 2026, Statement of Profit & Loss and Cash Flow Statement of the bank for the Financial Year ended March 31, 2026 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted.**"**

Item No. 2: Re-appointment of Ms. Shikha (DIN: 07013436), Director liable to retire by rotation:

To re-appoint a Director in place of Ms. Shikha (DIN: 07013436), Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks reappointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company be and is hereby accorded to re-appoint Ms. Shikha (DIN: 07013436) as a Director, liable to retire by rotation.**"**

Item No. 3: To consider and approve re-appointment of Statutory Auditors

To re-appoint M/s Ajay Bohra & Associates, Chartered Accountants (FRN: 0005916C) as statutory auditors of the bank for a term of five years

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To consider and if thought fit, to approve with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions from any appropriate authority(ies) as may be necessary and required, if any, the consent of the members be and is hereby given for the re-appointment of M/s Ajay Bohra & Associates, Chartered Accountants (Firm Registration No. 0005916C), having their registered office at E-223, Ganesh Park, Ambabari, Jaipur, Rajasthan 302023, who were appointed as statutory auditors until the conclusion of the 26th Annual General Meeting, as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 31st Annual General Meeting to be held in the year 2031, on such remuneration as may be mutually agreed upon between the Board of Directors and the statutory auditors, plus applicable taxes and reimbursement of out-of-pocket expenses.

RESOLVED FURTHER THAT Mr. R.J. Gupta (DIN: 00824679), Chairman, Mr. Pawan Kumar Agarwal (DIN: 09017439), Director, and Mr. Vivek Tiwari (M. No. A47267), Company Secretary of the Company, be and are hereby jointly and severally authorized to do all acts, deeds, and things that may be necessary and expedient to give effect to the foregoing resolution.**"**

Note: The Board has not sought the previous approval of the Reserve Bank of India under Section 30(1A) of the Banking Regulation Act, 1949 for this re-appointment, for the reasons stated in the Board's Report.

Item No. 4: <u>To ratify Audit Fees for Statutory Auditors of the Bank for the financial year 2025-26</u>

To consider and if thought fit, to ratify with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 142 and other provisions, if applicable, of companies act, 2013 read with rules made thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, sanctions, and permissions from any appropriate authority(ies) as may be necessary and required, if any, remuneration of Statutory Auditors M/s Ajay Bohra & Associates, Jaipur appointed under section 139 of the Companies Act, 2013 for audit of accounts for the financial year 2025-26 fixed at Rs. 30,000/- (Rs. Thirty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified"

By Order of the Board of Directors
For Vinayak Local Area Bank Limited

Sd/-
Vivek Tiwari
Company Secretary
Membership No.:A47267

Date : September 05, 2026
Place : Sikar, Rajasthan.

NOTICE TO SHAREHOLDERS

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED/ DEPOSITED WITH THE BANK AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A FORM OF PROXY ENCLOSED.**

   Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the Total Share Capital of the company carrying voting rights. Further, a member holding more than 10% of the paid-up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   No special business is to be transacted at the meeting and, accordingly, no explanatory statement under Section 102 of the Companies Act, 2013 is annexed.

2. Corporate Members (i.e. other than individuals/HUF, NRI, etc.) intending to send their authorized representatives to attend the Meeting are requested to send a copy of authorization letter authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

3. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of the Annual Report at the meeting.

4. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote.

5. The Annual Report for the year ended March 31, 2026 containing, inter alia, the Board's Report, Auditor's Report and the Audited Financial Statements is enclosed.

6. Pursuant to the Green Initiative circulars issued by Ministry of Corporate Affairs (MCA), members who have not registered their e-mail addresses so far are requested to register their e-mail address with csvlabl@gmail.com for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at Tirupati Complex, Station Road, Sikar, Rajasthan 332001.

   i) Register of contracts or arrangements in which Directors are interested under section 189 of the Act.
   ii) Register of Directors and key managerial personnel and their shareholding under section 170 of the Act.

In accordance with the applicable provisions, the said registers will be made accessible for inspection, and shall remain open and be accessible to any Member during the continuance of the meeting.

8. In terms of Section 152 of the Act, Ms. Shikha (DIN: 07013436) Director, liable to retire by rotation at the AGM and being eligible for re-appointment. The Board of Directors of the Company recommended their re-appointment.

9. Details of Directors seeking re-appointment in AGM pursuant to Secretarial Standards on General Meetings (SS-2) is Annexed to this Notice of AGM and marked as Annexure A.

10. For ease of conduct, Members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance to csvlabl@gmail.com during the period starting from Saturday, September 26, 2026 (1000 HOURS (I.S.T.) to Tuesday, September 29, 2026 (1700 HOURS (I.S.T). The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the meeting.

11. Relevant documents referred to in the accompanying Notice and the Financial Statements, requiring Members' approval are open for inspection by the members at the Registered Office of the Company on all working days between 10:00 a.m. to 4:30 p.m.

12. The route map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.

13. Members who are holding share certificates in physical form are advised to dematerialise their shareholding to avail of numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

14. Members who hold shares in the Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance. The Company has secured ISIN for its equity share capital with National Securities Depository Limited.

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NOTICE TO SHAREHOLDERS

ANNEXURE-A TO THE NOTICE

BRIEF PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT AT THE 26TH ANNUAL GENERAL MEETING PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

Name of the Director	Ms. Shikha
Category & Designation	Non-Executive & Non-Independent Director
Director Identification Number	07013436
Date of Birth (Age)	September 02, 1984
Date of appointment on the Board	March 30, 2022
Educational Qualification	Masters in Computer Application
Experience & Expertise	She has over 15 years of professional experience in strategy building, technology implementation & up gradation, business development at large and fast-growing business across the globe. She is also associated with Headtree INC as global CEO and prior to that she was associated as business analyst & product manager with various renowned brands such as JAVA, Hybris, Oracle Apps, Fino one, Vodafone, Barclays etc.
Directorships held in other companies and excluding foreign companies as of the date of this Notice.	Director in Four unlisted companies and designated partner in an LLP.
Memberships/ Chairmanships of Committees across companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Shareholding (%) in the Company	NIL
Remuneration last drawn	NIL (other than sitting fees and travelling expenses for attending Board meetings)
Terms and Conditions of appointment/reappointment and details of remuneration sought to be paid	As per resolution.
Number of Board meeting attended during the year	5/5
Name of the listed entities from which the director has resigned in the past three years	(i) USG Tech Solutions Limited; (ii) Virtual Global Education Limited.

By Order of the Board of Directors
For Vinayak Local Area Bank Limited

VINAYAK LOCAL AREA BANK LTD. * SIKAR

Sd/-
Vivek Tiwari
Company Secretary
Membership No.: A47267

Date : September 05, 2026
Place : Sikar, Rajasthan.