VICTORIA UNIVERSITY
DELHI NCR INDIA

NOTICE

NOTICE is hereby given that the 1st Annual General Meeting ("AGM") (GM/02/2026-2027) of members of Victoria University Gurugram Campus Private Limited (the "Company"), will be held on Tuesday, September 22, 2026, at 11:30 a.m. (IST)/ 04:00 p.m. (AEST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

Item No. 1:
Adoption of Audited Financial Statements along with the reports of the Board of Directors and of the Statutory Auditors' thereon, for the financial period ended on March 31, 2026.
To receive, consider and adopt the Audited Financial Statements of the Company for the financial period commencing from December 18, 2025, being the date of incorporation of the Company, and ended on March 31, 2026, together with the reports of the Board of Directors and of the Statutory Auditors' thereon, and in this regard, 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 of the Company for the financial period commencing from December 18, 2025, being the date of incorporation of the Company, and ended on March 31, 2026, including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the period ended on that date, together with the explanatory note(s) annexed to or forming part of any of the above said documents, reports of the Board of Directors and Statutory Auditors' thereon, be and are hereby received, considered and adopted."

Item No. 2:
Appointment of the Statutory Auditors of the Company:
To appoint the Statutory Auditors of the Company and fix their remuneration and in this regard, 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 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, the consent of the members of the Company be and is hereby accorded for the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W/E300004) as the Statutory Auditors of the Company, to conduct the audit for a term of five (5) consecutive financial years (FY), commencing from FY 2026–2027 to FY 2030–2031, and to hold office from the conclusion of the 1st Annual General Meeting until the conclusion of the 6th Annual General Meeting of the Company, on such remuneration and reimbursement of out-of-pocket expenses as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

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

Registered Office
Ground Floor, Building No. 3, Tower A and Tower B, Candor TechSpace, IT/ITES SEZ, Sector 21, Dundahera, Gurugram - 122016, Haryana, India.

Date: August 27, 2026
Place: Indore, Madhya Pradesh

By Order of the Board of Directors
Victoria University Gurugram Campus Private Limited

Priya Agrawal
Digitally signed by Priya Agrawal
Date: 2026.08.27 22:27:29 +05'30'

Priya Agrawal
Company Secretary
Membership No: A64678

**The relevant notes and Annexure to the notice of the AGM of the Company are attached.*

Notes:

1. Ministry of Corporate Affairs (MCA) has vide its General Circular No. 03/2025 dated September 22, 2025 and others circulars issued in this regard, from time to time, (collectively referred to as "MCA Circulars"), along with applicable provisions of Companies Act, 2013 and Rules thereunder, (the "Act") have permitted to conduct the Annual General Meeting ("AGM") through VC / OAVM and dispensed the physical presence of the members at a common venue. Hence, in compliance with the MCA circulars, the AGM of the Company is being held through VC/ OAVM.

2. The deemed venue for the AGM shall be the Registered Office of the Company situated at Ground Floor, Building No. 3, Tower A and Tower B, Candor TechSpace, IT/ITES SEZ, Sector 21, Dundahera, Gurugram - 122016, Haryana, India.

3. Since this AGM is held through VC/OAVM, route map to the venue is not required and therefore, the same is not annexed to this Notice.

4. In compliance with the MCA Circulars, Notice of the AGM is being sent only through electronic mode.

5. Members may note that the copy of the AGM Notice is also available on the website of the Company at **https://www.delhi.vu.edu.au/**.

6. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under section 103 of the Act.

7. **Appointment of Proxy and Attendance Slip:**
   PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM IN ACCORDANCE WITH THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND THEREFORE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.

8. In pursuance of section 113 of the Act, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM. The body corporates are requested to intimate such authorizations to the Company at the registered office of the Company or via email on **CS@delhi.vu.edu.au**.

9. In terms of the Articles of Association of the Company, voting on the above resolution shall be conducted by way of poll and not by show of hands. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company.

10. The poll paper for respective shareholders of the Company is being circulated along with this Notice as **Annexure A**. Please find below instructions with respect to the same:
    a. Members are requested to cast their vote by marking their assent ("For") or dissent ("Against") on the poll paper, fill in the requisite details and duly sign the same.
    b. Members are requested to submit their duly filled and signed poll papers to the designated email ID: **CS@delhi.vu.edu.au** from their email ID which is registered with the Company. The meeting shall continue to remain open for a further period of 60 minutes to facilitate the voting and may be closed earlier if polling papers from all shareholders are received. However in any case, the link to join the meeting shall remain open for 15 minutes after the scheduled time of the meeting.
    c. Poll papers which are incomplete, improperly filled, unsigned, or received after the prescribed time shall be considered invalid.
    d. The Company has appointed Ms. Anshu Agarwal, holding Certificate of Practice No. 27897 or in her absence Mr. Amit Gupta, holding Certificate of Practice No. 4682 of ANGC & Co. LLP, Practicing Company Secretaries, to act as the Scrutinizer to scrutinize the poll process in a fair and transparent manner.
    e. The Scrutinizer shall submit the report to the Chairperson of the AGM (the "Chairperson") after completion of scrutiny. Thereafter, Chairperson shall declare the results of the poll, which shall be deemed to be the decision of the meeting. The results declared along with the Scrutinizer's report shall be final and binding on all the members of the Company.

11. **Details to attend the AGM:**

a. The proceedings of the AGM will be recorded, and transcript will be maintained in safe custody of the Company.

b. The AGM has been convened in compliance with the applicable provisions of the Act read with the MCA Circulars.

c. To access and participate in the AGM, shareholders and other participating stakeholders are requested to install Microsoft Teams and then click on the below provided link:
Click here to join the meeting now

d. In case of any assistance with regards to using the technology before or during the AGM, please mail **CS@delhi.vu.edu.au** or call at +91 9319044766.

e. The link to join the meeting shall be activated 15 minutes before and after the scheduled time for the meeting.

12. Relevant documents referred to in the accompanying notice and the requisite statutory registers; including Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be made available electronically, on request by the members by sending an email on **CS@delhi.vu.edu.au**, from the date of the notice till the conclusion of the AGM.

13. 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 AGM can also send in their questions/comments in advance to **CS@delhi.vu.edu.au** before the AGM. The queries may be raised precisely and in brief to enable the Company to answer the same suitably at the AGM.

Registered Office

Ground Floor, Building No. 3, Tower A and Tower B, Candor TechSpace, IT/ITES SEZ, Sector 21, Dundahera, Gurugram - 122016, Haryana, India.

By Order of the Board of Directors

Victoria University Gurugram Campus Private Limited

Priya Agrawal

Digitally signed by Priya Agrawal
Date: 2026.08.27 22:28:11 +05'30'

Priya Agrawal

Company Secretary

Membership No: A64678

Date: August 27, 2026

Place: Indore, Madhya Pradesh