41ST NOTICE OF AGM

OF

VJTF EDUSERVICES LIMITED

FOR

THE FINANCIAL YEAR ENDED ON

31ST MARCH, 2026

BOARD OF DIRECTORS

Mr. Vinay Dharmachand Jain	Managing Director
Mrs. Raina Vinay Jain	Whole Time Director
Mr. Vishal Punjabi	Non- Executive Independent Director
Mr. Pankaj Shrinivas Aboti	Non- Executive Independent Director
Mr. Keshav Gangadhar Kshirsagar	Non- Executive Independent Director
Mr. Sourabh Jain	Non- Executive Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Vinay Dharmachand Jain	Managing Director
Mrs. Raina Vinay Jain	Whole Time Director
CS. Divya	Company Secretary & Compliance Officer
Mr. Nandu Namdev Gite	Chief Financial Officer

STATUTORY AUDITORS

R A N K & ASSOCIATES LLP

Head Office: Level 7, Ashok Premises, Nicholas Wadi, Off Old Nagardas Road, Andheri East, Mumbai – 400069

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited

Add: D-153A, 1st Floor, Okhla Industrial Area, Phase-1, New Delhi- 110020
Tel No. 011-26812682/83 Fax No. 011-26812682
Email: atul@skylinerta.com /admin@skylinerta.com

REGISTERED OFFICE:

Witty Neelkanth Apartment, Opp Mumbai Bank,
Ramchandra Lane, Malad West, Mumbai 400064
Tel.: 022-46160493 Email: vjtfho@vjtf.com

BANKERS:

ICICI Bank Ltd
HDFC Bank Ltd.
Kotak Mahindra Bank Limited
The Greater Bombay Co-operative Bank Limited

VJTF EDUSERVICES LIMITED
(CIN: - L80301MH1984PLC033922)
Registered Office: - Witty Neelkanth Apartment, Opp Mumbai Bank,
Ramchandra Lane, Malad West, Mumbai - 400064
Tel: 022-46160493
Email id: - vjtfho@vjtf.com Website: - www.vjtf.com

NOTICE

Notice is hereby given that the 41st Annual General Meeting of **VJTF EDUSERVICES LIMITED** will be held on Wednesday, 30th September, 2026 at 3:00 PM IST through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’) (hereinafter referred to as ‘e-AGM’) to transact the following businesses:

ORDINARY BUSINESS:

To receive, consider, and adopt:

1. Audited Financial Statement of the Company for the financial year ended 31st March, 2026, the Reports of the Board of Directors and the Auditors thereon; and
2. Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, the Reports of the Board of Directors and the Auditors thereon;
3. To appoint a Director in place of Mrs. Raina Vinay Jain (DIN: 01142103), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

4. **APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:**

To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139(1), 139(2), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and the Board of Directors, **M/s. R A N K & Associates LLP, Chartered Accountants (Firm Registration No. 105589W),** who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under the proviso to Regulation 33(1)(d) of the SEBI Listing Regulations, who have furnished their written consent to act as the Statutory Auditors of the Company and a certificate confirming their eligibility in accordance with the provisions of Section 141 of the Act and the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five (5) consecutive years **from the conclusion of this 41st Annual**

General Meeting until the conclusion of the 46th Annual General Meeting of the Company, at such remuneration, reimbursement of out-of-pocket expenses and applicable taxes as may be determined by the Board of Directors of the Company (including any Committee thereof) in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to fix the audit fee and out-of-pocket expenses payable to the Statutory Auditors for the audit of financial statements, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **TO TAKE APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) UNDER SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF THE SEBI LODR REGULATIONS:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule XII thereto, as inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, and subject to such other approvals, permissions and sanctions as may be necessary, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Company and/or its unlisted subsidiary, VJTF Buildcon Private Limited, entering into and/or continuing the related party transactions for the Financial Year 2026-27 with the related parties, of the nature and up to the maximum aggregate value in each case, as set out in Part A of the Explanatory Statement annexed to this Notice, which Part A shall be read as forming an integral part of this Resolution.

"RESOLVED FURTHER THAT the aforesaid approval is granted as an omnibus approval and shall be valid up to the date of the next Annual General Meeting of the Company, being a period not exceeding fifteen months from the date of this Meeting, in accordance with Regulation 23(4) of the SEBI Listing Regulations read with the SEBI Master Circular for listed entities."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, to execute and file all necessary forms, returns and disclosures with the Registrar of Companies, BSE Limited and other authorities, and to make such disclosures on the Company's website, as may be necessary or expedient to give effect to this resolution."

6. **RE-APPOINTMENT OF MR. SOURABH JAIN (DIN: 08881097) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), Regulation 17, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2), the Articles of Association and Nomination and Remuneration Policy of the Company (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Sourabh Jain (DIN: 08881097), who meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, who has submitted the requisite declarations and consents and who is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, to execute and file all necessary forms, returns and disclosures with the Registrar of Companies, BSE Limited and other authorities, and to make such disclosures on the Company's website, as may be necessary or expedient to give effect to this resolution."

7. **APPOINTMENT OF M/S. JK & ASSOCIATES AS A SECRETARIAL AUDITOR OF THE COMPANY:**

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

"RESOLVED THAT pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024, Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Articles of Association of the Company and other applicable laws, including any statutory modification or re-enactment thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. JK & Associates, Company Secretaries in Practice, bearing Firm Unique Identification No. **I2019HR1977400** and Peer Review Certificate No. **2659/2022**, whose appointment by the Board of Directors on 14th August, 2026 to fill the casual vacancy caused by the resignation of M/s. R. S. Rajpurohit & Co. be and is hereby approved and ratified, and who be and is hereby appointed as the Secretarial Auditor of the Company for one term of five consecutive financial years commencing from the financial year 2026–27 and ending with the financial year 2030–31.

RESOLVED FURTHER THAT M/s. JK & Associates shall conduct the Secretarial Audit of the Company, issue the Secretarial Audit Report in Form MR-3, undertake the annual secretarial-compliance review, issue the Annual Secretarial Compliance Report and issue such other reports and certificates as may be required under applicable laws**.**

RESOLVED FURTHER THAT M/s. JK & Associates shall be paid a remuneration decided by the board and NRC for the Financial Year 2026-27 (and such remuneration for each subsequent financial year of the term as may be determined by the Board of Directors on the recommendation of the Audit Committee), plus applicable taxes and reimbursement of actual out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Board of Directors, including any committee or officer authorised by it, be and is hereby authorised to revise the remuneration where there is a material change in the scope of work, operations of the Company or regulatory requirements, subject to applicable law.

RESOLVED FURTHER THAT the Board of Directors, including any committee or officer authorised by it, be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents as may be necessary or desirable to give effect to this resolution."

By Order of the Board
For VJTF Eduservices Limited

SD/-	SD/-
Vinay Dharamchand Jain **Managing Director** **(DIN: 00235276)**	**Raina Jain** **Whole Time Director** **(DIN: 01142103)**

Dated: 05/09/2026
Place: Mumbai

NOTES:

1. Statement giving details of the Directors seeking appointment/ re-appointment is annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 and as per the Listing Regulations, concerning the resolutions in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.

3. The Ministry of Corporate Affairs ("MCA") vide its Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as the "MCA Circulars"), read with the applicable SEBI Circulars, has permitted companies to conduct, till further orders, the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. Hence, in compliance with the Circulars, the 41st AGM of the Company is being held through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). The deemed venue for the 41st AGM will be the Registered Office of the Company.

4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of the 41st Annual General Meeting of the Company to be held on Wednesday, 30th September, 2026. Prior intimation of the book closure has been given to BSE Limited under Regulation 42 of the SEBI Listing Regulations.

5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members in electronic mode from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect the said documents may send a request to the Company at vjtfho@vjtf.com . The said documents shall also be available for inspection at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.

6. The Members can join the AGM 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.

7. Members holding share certificate(s) in multiple accounts in identical names, or joint accounts in the same order of names, are requested to apply to the Company's RTA for consolidation of such shareholding into one account.

8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

9. Since the AGM is being held through Video-Conference, the facility for appointment of proxies by Members is not available, as provided in the MCA Circulars. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The attachment of the route map for the AGM venue is also dispensed with.

10. Mr. Krishan Kumar, Practicing Company Secretary, Proprietor of **M/s. JK & Associates** (Membership No. ACS31443 / CP No. 22281), has been appointed as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the Meeting in a fair and transparent manner.

11. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges.

12. Pursuant to the provisions of Sections 112 and 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting at the AGM through e-voting facility. Body corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-voting / e-voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution/ Authorization.

13. The voting rights of Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being Wednesday, 23rd September, 2026.

14. The Scrutinizer shall, after the conclusion of voting at the AGM, unblock the votes cast through remote evoting and votes cast at the AGM, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairperson of the Company or, in his absence to his duly authorized Director / officer, who shall countersign the Scrutinizer's Report and declare the result. The Chairperson, or a person authorised by him in writing, shall declare the results within two working days from the conclusion of the Meeting, and the voting results in the prescribed format shall be submitted to BSE Limited within the said period in terms of Regulation 44(3) of the SEBI Listing Regulations.

15. The Scrutinizer's decision on the validity of the votes shall be final and binding.

16. The result along with the Scrutinizer's report shall be placed on the website of the Company (www.vjtf.com) after the result is declared and shall simultaneously be forwarded to BSE Limited, where the Company's shares are listed.

17. Resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favour of the resolutions.

18. **Important Communication to Members-Green Initiative in Corporate Governance:**

    The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the companies and has issued a Circular stating that service of all documents can be sent by e-mail to its members. Our Company believes that this is a remarkable and environment friendly initiative by MCA and requests all members to support in this noble cause.

    The Company has already embarked on this initiative and proposes to send documents in electronic form to the Members on the email address provided by them to the RTA/Depositories.

    The Members who hold shares in physical form are requested to intimate/update their email address to the Company / RTA while Members holding shares in demat form can intimate / update their email address to their respective Depository Participants.

    Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

PROCEDURE FOR E-VOTING:

CDSL e-Voting System – For Remote e-voting

1. The Ministry of Corporate Affairs has, vide General Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 09/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 (collectively, the "MCA Circulars"), permitted companies to conduct their general meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till further orders. Accordingly, the 41st Annual General Meeting of the Company is being held through VC/OAVM, and Members may attend and participate in the Meeting through VC/OAVM.

2. 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 MCA Circular No(s) 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and Circular No. 03/ 2025 dated 22nd September, 2025 (collectively referred to as "MCA Circulars") the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vjtf.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No(s) 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 09/2023 dated 25th September, 2023, Circular No. 09/2024 dated 19th September, 2024 and Circular No. 03/ 2025 dated 22nd September, 2025 (collectively referred to as “MCA Circulars”).

8. In continuation of General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024, the Ministry of Corporate Affairs has, vide General Circular No. 03/2025 dated 22nd September, 2025, permitted companies to conduct their Annual General Meetings through VC or OAVM till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of General Circular No. 20/2020 dated 5th May, 2020. The said Circular does not extend the statutory timeline for holding the Annual General Meeting under the Companies Act, 2013.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

The voting period begins on Sunday, 27th September 2026, 9:00 A.M. and ends on Tuesday, 29th September 2026, 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, 23rd September 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

I. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

II. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders**, **by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

Type of shareholders	Login Method
Individual Shareholders Holding	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

securities in Demat mode with CDSL	users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	I. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. II. If the user is 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 III. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. IV. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

IV. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

V. After entering these details appropriately, click on "SUBMIT" tab.

VI. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

VIII. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

IX. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

X. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XI. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

XII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XIII. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XIV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

XV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XVI. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vjtfho@vjtf.com (designated email address by

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

a. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for e-voting.

b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

c. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.

d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

f. 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.

g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 days prior to the Meeting mentioning their name, demat account number/folio number, email id, mobile number at vjtfho@vjtf.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at vjtfho@vjtf.com . These queries will be replied to by the company suitably by email.

h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

i. Only those shareholders, who are present at the AGM 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 available during the AGM.

j. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to vjtfho@vjtf.com and/or admin@skylinerta.com .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

By Order of the Board
For VJTF Eduservices Limited

SD/-	SD/-
Vinay Jain	**Raina Jain**
Managing Director	**Whole Time Director**
DIN: 00235276	**DIN: 01142103**

Dated: 05/09/2026
Place: Mumbai

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATIONS 23(4), 36(3) AND 36(5) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2))

ITEM NO. 4 – RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

Although the appointment of the Statutory Auditors constitutes ordinary business under Section 102(2) of the Act, the disclosures set out below are furnished in compliance with Regulation 36(5) of the SEBI Listing Regulations.

(a) Proposed fees payable to the Statutory Auditors: as decided by Audit Committee and Board per annum for the Financial Year 2026-27, plus applicable taxes and reimbursement of out-of-pocket expenses actually incurred; the fees for each subsequent year of the term shall be determined by the Board of Directors on the recommendation of the Audit Committee.

(b) Terms of appointment: Appointment for a term of five consecutive years from the conclusion of this 41st Annual General Meeting until the conclusion of the 46th Annual General Meeting, in accordance with Section 139(2) of the Act.

(c) Material change in fee payable: There is no change in the fee payable, the Statutory Auditors being re-appointed and not newly appointed.

(d) Basis of recommendation and credentials: The Audit Committee and the Board of Directors have considered the firm's audit experience, industry expertise, the composition and qualifications of the audit team, the firm's independence and eligibility under Section 141 of the Act, its peer review status and its performance during the preceding term, and are satisfied that the firm's credentials are commensurate with the size, nature of operations and regulatory requirements of the Company.

(e) Interest of Directors and Key Managerial Personnel: None of the Directors or Key Managerial Personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

ITEM NO. 5 – APPROVAL OF RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-27:

The following Statement, drawn up pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the SEBI Master Circular for compliance with the provisions of the SEBI Listing Regulations by listed entities (as amended from time to time) and the Industry Standards on “Minimum Information to be provided for review of the Audit Committee and Shareholders for approval of a Related Party Transaction” notified by the Securities and Exchange Board of India (“Industry Standards”), sets out the material facts relating to the business set out at Item No. 5 of the accompanying Notice.

1. BACKGROUND AND RATIONALE:

1.1 The Company, in the ordinary course of its business and on an arm's length basis, enters into and proposes to continue to enter into transactions with its subsidiary, associates and other related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations. Such transactions are operational and financial in nature and are undertaken with a view to optimising the deployment of resources within the group and to supporting the educational, infrastructure and allied activities of the Company and its subsidiary.

1.2 In terms of Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII thereto (as inserted by the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025), a transaction with a related party is treated as a "material related party transaction" where the value of such transaction, whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual consolidated turnover of the listed entity as per its last audited financial statements, the annual consolidated turnover of the Company being up to Rs. 20,000 crore.

1.3 Regulation 23(4) of the SEBI Listing Regulations requires that all material related party transactions, and any subsequent material modifications thereto, be approved by the shareholders of the listed entity by means of a resolution, and provides that no related party shall vote to approve such resolution, whether or not such related party is a party to the particular transaction. Further, Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 requires the prior approval of the members by way of an ordinary resolution in respect of the transactions specified therein which exceed the prescribed thresholds and which are not in the ordinary course of business or are not on an arm's length basis.

1.4 Accordingly, and in order to ensure seamless conduct of operations without recourse to repeated approvals during the year, the approval of the Members is being sought, by way of an ordinary resolution, for the related party transactions proposed to be entered into by the Company and/or its subsidiary during the Financial Year 2026-27, upto the respective maximum aggregate values set out in Part A below.

1.5 The proposed transactions were placed before, and were approved by, the Audit Committee and the Board of Directors at their respective meetings held on 05.09.2026, on the basis of the omnibus approval mechanism prescribed under Regulation 23(2) and Regulation 23(3) of the SEBI Listing Regulations.

2. PART A – SUMMARY OF THE PROPOSED RELATED PARTY TRANSACTIONS:

The particulars of the related party transactions proposed to be entered into during the Financial Year 2026-27, in the tabular format prescribed under the SEBI Master Circular read with the Industry Standards, are as under:

S. No.	Details of the party (listed entity / subsidiary) entering into the transaction		Details of the counterparty			Type of related party transaction	Value (Rs. in lakh)
	Name	PAN	Name	PAN	Relationship with the listed entity / its subsidiary		
1	VJTF Eduservices Limited	AAECS5943F*	Dr. Raina Jain	ADAPM6121F*	Key Managerial Personnel	Managerial remuneration	6
2	VJTF Eduservices Limited	AAECS5943F*	Dr. Vinay Jain	ABEPS0600D*	Key Managerial Personnel	Managerial remuneration	6
3	VJTF Eduservices Limited	AAECS5943F*	Dr. Vinay Jain	ABEPS0600D*	Key Managerial Personnel	Unsecured loan received from Director	500
						Repayment of unsecured loan	500
4	VJTF Eduservices Limited	AAECS5943F*	Dr. Raina Jain	ADAPM6121F*	Key Managerial Personnel	Unsecured loan received from Director	500
						Repayment of unsecured loan	500
5	VJTF Eduservices Limited	AAECS5943F*	VJTF Buildcon Private Limited	AADCV1562C	Wholly-owned Subsidiary	Unsecured loan received	500
						Repayment of unsecured loan	500
6	VJTF Eduservices Limited	AAECS5943F*	Witty Banquets & Hospitality Private Limited	AABCW9448E	Other related party – enterprise controlled by KMP / their relatives	Unsecured loan received	500
						Repayment of unsecured loan	500
7	VJTF Buildcon Private Limited	AADCV1562C	Witty Laxmi Leela Home Creators LLP	AAKFL7598J	Associate – LLP in which the subsidiary is a partner	Investment – capital contribution	500
						Investment – share of profit / (loss)	100
						Investment – shares / capital	10
8	VJTF Buildcon Private Limited	AADCV1562C	LMJF Capital Advisors LLP	AAMFL7537R	Associate – LLP in which the subsidiary is a partner	Investment – capital contribution	500
						Investment – share of profit / (loss)	500
						Investment – shares / capital	25
						Unsecured loan – given	500
						Unsecured loan – repaid	500
9	VJTF Buildcon Private Limited	AADCV1562C	Dr. Raina Jain	ADAPM6121F*	Key Managerial Personnel	Unsecured loan received from Director	500
						Repayment of unsecured loan	500

S. No.	Details of the party (listed entity / subsidiary) entering into the transaction		Details of the counterparty			Type of related party transaction	Value (Rs. in lakh)
	Name	PAN	Name	PAN	Relationship with the listed entity / its subsidiary		
	VJTF Buildcon Private Limited	AADCV1562C	Dr. Vinay Jain	ABEPS0600D*	Key Managerial Personnel	Unsecured loan received from Director	500
						Repayment of unsecured loan	500

PART B – MATERIALITY ASSESSMENT

S. No.	Particulars	Details
1	Annual consolidated turnover of the Company as per the last audited financial statements (FY 2025-26)	Rs. 300.09 lakh
2	Materiality threshold under Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII thereto (annual consolidated turnover being up to Rs. 20,000 crore – 10% of the annual consolidated turnover)	Rs. 30.09 lakh
3	Aggregate value of transactions proposed to be entered into with each related party during FY 2026-27, whether individually or taken together with previous transactions during the financial year	Refer Part A above; party-wise aggregate
4	Whether the transaction(s) exceed the materiality threshold and are, accordingly, classified as a "Material Related Party Transaction"	No
5	Whether the transaction(s) are in the ordinary course of business of the Company / its subsidiary	Yes
6	Whether the transaction(s) are at arm's length	Yes
7	Whether prior approval of the Audit Committee has been obtained under Regulation 23(2) of the SEBI Listing Regulations	Yes – approved at the meeting held on 30th May, 2026
8	Percentage of the counterparty's annual consolidated turnover represented by the value of the proposed transaction(s), on a voluntary basis	As Per Part C

PART C – MINIMUM INFORMATION IN TERMS OF THE INDUSTRY STANDARDS:

The minimum information required to be placed before the Members in terms of the Industry Standards read with Regulation 23(4) of the SEBI Listing Regulations is set out below:

S. No.	Particulars	Details
1	Annual consolidated turnover of the Company as per the last audited financial statements (Financial Year 2025-26)	Rs. 300.09 lakh
2	Materiality threshold under Regulation 23(1) of the SEBI Listing Regulations read with Schedule XII thereto — the annual consolidated turnover of the Company being up to Rs. 20,000 crore, the threshold is 10% of the annual consolidated turnover	Rs. 30.01 lakh (10% of Rs. 300.09 lakh)

S. No.	Particulars	Details
3	Aggregate value of the transactions proposed to be entered into with each related party during the Financial Year 2026-27, whether individually or taken together with previous transactions during the financial year	Party-wise aggregates are set out in the table below. The highest aggregate in respect of any single related party is Rs. 27.00 lakh, being 9.00% of the annual consolidated turnover.
4	Whether the transaction(s) exceed the materiality threshold and are, accordingly, classified as a "Material Related Party Transaction"	No. The aggregate value of the transactions proposed with each related party is below the materiality threshold of Rs. 30.01 lakh. Accordingly, none of the proposed transactions constitutes a material related party transaction under Regulation 23(1) of the SEBI Listing Regulations. The approval of the Members is being sought as a matter of abundant caution and good governance.
5	Whether the transaction(s) are in the ordinary course of business of the Company / its subsidiary	Yes
6	Whether the transaction(s) are at arm's length	Yes
7	Whether prior approval of the Audit Committee has been obtained under Regulation 23(2) of the SEBI Listing Regulations	Yes — approved at the meeting of the Audit Committee
8	Percentage of the counterparty's annual consolidated turnover represented by the value of the proposed transaction(s), disclosed on a voluntary basis	Not applicable in the case of counterparties who are individuals. In the case of body corporate and limited liability partnership counterparties

Party-wise aggregate value of the proposed transactions for the Financial Year 2026-27

S. No.	Name of the related party	Relationship	Aggregate value (Rs. in lakh)	As a % of annual consolidated turnover
1	Dr. Vinay Jain	Key Managerial Personnel	16.00	5.33%
2	Dr. Raina Jain	Key Managerial Personnel	16.00	5.33%
3	VJTF Buildcon Private Limited	Subsidiary	500.00	166.62%
4	Witty Banquets & Hospitality Private Limited	Other related party	500.00	166.62%
5	Witty Laxmi Leela Home Creators LLP	LLP in which the subsidiary is a partner	500.00	166.62%
6	LMJF Capital Advisors LLP	LLP in which the subsidiary is a partner	500.00	166.62%
	Total		**2032**	677.13%

PART D – JUSTIFICATION AND MATERIAL TERMS

1. Managerial remuneration and salary (S. Nos. 1 to 4 of Part A): The remuneration payable to Dr. Vinay Jain and Dr. Raina Jain has been determined in accordance with the provisions of Sections 196, 197 and 203 of the Act read with Schedule V thereto and the Nomination and Remuneration Policy of the Company, and is commensurate with their respective roles, responsibilities and experience. The salary payable to Mr. Rishi Jain and Ms. Preksha Jain, being relatives of Directors holding an office or place of profit within the meaning of Section 188(1)(f) of the Act, is commensurate with their qualifications, responsibilities and industry benchmarks for comparable positions, and is at par with the remuneration payable to similarly placed employees who are not related parties.

2. Unsecured loans received from Directors and related parties (S. Nos. 5, 7 and 12 of Part A): The loans are proposed to be availed from time to time, on an interest-free / interest-bearing basis at a rate decided by the audit committee, are unsecured, are repayable on demand and are not accompanied by any restrictive covenant. The said borrowings are proposed to be utilised solely for meeting the working capital requirements and general corporate purposes of the Company and/or its subsidiary. Loans received from Directors are supported by declarations furnished under Rule 2(1)(c)(viii) of the Companies (Acceptance of Deposits) Rules, 2014 to the effect that the amounts advanced are not out of borrowed funds, and accordingly the same do not constitute deposits.

3. Inter-corporate borrowings from the subsidiary (S. No. 6 of Part A): The Company proposes to avail unsecured, interest-free / interest-bearing loans from VJTF Buildcon Private Limited, repayable on demand, for its working capital and general corporate requirements. The transaction is intended to achieve efficient deployment of surplus funds within the group at a cost lower than that at which external borrowings are available to the Company.

4. Deposits against buildings (S. Nos. 8 and 9 of Part A): The interest-free refundable security deposits are placed in connection with the immovable properties taken on leave and licence / lease for the conduct of the school and allied operations of the Company and its subsidiary. The quantum of the deposit is in accordance with the terms of the underlying leave and licence / lease agreement(s) and is comparable with the deposits prevailing in the relevant market for similar premises. The deposits are refundable on expiry or earlier determination of the respective agreement(s).

5. Investments and loans in limited liability partnerships (S. Nos. 10 and 11 of Part A): The capital contributions and loans are proposed to be made by VJTF Buildcon Private Limited to Witty Laxmi Leela Home Creators LLP and LMJF Capital Advisors LLP, being limited liability partnerships in which the subsidiary is a partner, in terms of the respective limited liability partnership agreements, in order to fund the ongoing project and business requirements of the said entities and to enable the subsidiary to maintain its agreed profit-sharing entitlement. The share of profit or loss arising from such participation shall accrue in accordance with the respective limited liability partnership agreements. The source of funds for the said investments and loans shall be the internal accruals of the subsidiary, and the funds shall be utilised by the ultimate beneficiaries solely for their respective business operations.

6. The Audit Committee and the Board of Directors have reviewed the relevant financial and commercial parameters of the proposed transactions and are of the opinion that the same are in the ordinary course of business of the Company and/or its subsidiary, are on an arm’s length basis, are on terms that are not unfavourable to the Company as compared to those available from unrelated parties, and are in the best interests of the Company and its stakeholders. None of the proposed transactions is prejudicial to the interests of the public shareholders of the Company.

PART E – APPROVALS, VALIDITY AND VOTING

1. The approval sought under Item No. 5 shall be valid in respect of the transactions to be entered into during the Financial Year 2026-27 and, in terms of the SEBI Listing Regulations, shall remain

valid up to the date of the next Annual General Meeting of the Company, being a period not exceeding fifteen months from the date of this Meeting.

2. In accordance with the second proviso to Regulation 23(4) of the SEBI Listing Regulations, no related party of the Company, whether or not such related party is a party to the particular transaction, shall vote on the Resolution set out at Item No. 5. Accordingly, the Promoter and Promoter Group of the Company and all other related parties shall abstain from voting on the said Resolution.

3. Prior approval of the Audit Committee has been obtained in terms of Regulation 23(2) of the SEBI Listing Regulations. In respect of the transactions proposed to be entered into by VJTF Buildcon Private Limited to which the Company is not a party, prior approval of the Audit Committee of the Company has been obtained in terms of the second proviso to Regulation 23(2) of the SEBI Listing Regulations.

4. The Members may note that, in terms of Regulation 23(9) of the SEBI Listing Regulations, disclosures of related party transactions on a consolidated basis shall continue to be made to the stock exchanges in the prescribed format on the date of publication of the standalone and consolidated financial results for each half year, and shall simultaneously be published on the website of the Company.

PART F – CONCERN OR INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES:

The nature of concern or interest, financial or otherwise, of the Directors, Key Managerial Personnel of the Company and their respective relatives in the Resolution set out at Item No. 5 of the Notice, in terms of Section 102(1) of the Act, is as under:

Name of Director / KMP	Designation	Nature of concern or interest	Whether deemed concerned or interested in the Resolution
Dr. Vinay Jain	Chairman & Managing Director / Promoter	Recipient of managerial remuneration; lender of unsecured loan; relative of Dr. Raina Jain, Mr. Rishi Jain and Ms. Preksha Jain; director / partner in the counterparty entities	Yes
Dr. Raina Jain	Whole-time Director / Promoter	Recipient of managerial remuneration; lender of unsecured loan to the subsidiary; relative of Dr. Vinay Jain, Mr. Rishi Jain and Ms. Preksha Jain; director / partner in the counterparty entities	Yes

Save and except as stated above, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

PART G – INSPECTION OF DOCUMENTS

The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the relevant extracts of the minutes of the meetings of the Audit Committee and the Board of Directors, and the underlying agreements and other documents referred to in this Statement, shall be available for inspection by the Members in electronic mode from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect the said documents may send a request to the Company at vjtfho@vjtf.com .

PART H – RECOMMENDATION OF THE BOARD

The Board of Directors, on the recommendation of the Audit Committee, recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6 – RE-APPOINTMENT OF MR. SOURABH JAIN (DIN: 08881097) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF FIVE CONSECUTIVE YEARS:

The following statement sets out all material facts relating to the Special Business under Item No. 6 of the accompanying Notice.

Mr. Sourabh Jain (DIN: 08881097) was appointed as an Independent Director of the Company with effect from 29th December, 2020 for a first term of five consecutive years, which term expired on 28th December, 2025. In terms of Section 149(10) of the Act, an Independent Director may hold office for a second term of up to five consecutive years upon passing a special resolution by the members and disclosure of such re-appointment in the Board’s Report. Regulation 25(2A) of the SEBI Listing Regulations also requires the appointment, re-appointment or removal of an Independent Director to be approved by the shareholders by way of a special resolution.

The Nomination and Remuneration Committee (“NRC”), after considering, among other matters, the outcome of the performance evaluation, Mr. Jain’s integrity, expertise, experience, skills, continued independence, attendance and contribution during his first term, and the skills and capabilities required on the Board, recommended his re-appointment for a second term. Based on the NRC’s recommendation, the Board of Directors, at its meeting held on 05.09.2026, approved and recommended the re-appointment, subject to approval of the members.

The Board is of the opinion that Mr. Jain is a person of integrity and possesses the requisite expertise and experience, fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director, is independent of the management, and that his continued association would be in the best interests of the Company.

Mr. Jain has furnished his consent to act as a director in Form DIR-2; the declaration of independence pursuant to Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations; confirmation that he is not disqualified from being appointed as a director under Section 164 of the Act; disclosure of interest in Form MBP-1; and other declarations and confirmations required under applicable law. He has also confirmed compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 concerning registration in the Independent Directors’ Databank and the applicable online proficiency self-assessment requirement.

In accordance with Section 149(13) of the Act, Mr. Jain will not be liable to retire by rotation. He shall abide by the Code for Independent Directors set out in Schedule IV to the Act and the Company's Code of Conduct. He will be entitled to sitting fees and reimbursement of expenses for attending meetings of the Board and its committees and commission, if any, as may be approved in accordance with the Act, the SEBI Listing Regulations and the Company's policies; he shall not be entitled to stock options.

The terms and conditions of re-appointment, including the draft letter of appointment, are available for inspection electronically and at the Registered Office of the Company during normal business hours on working days up to the date of the General Meeting, in the manner stated in the Notice.

Except Mr. Sourabh Jain and his relatives (to the extent of their shareholding interest, if any, in the Company), none of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

DISCLOSURES UNDER REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SS-2:

Particulars	Details
Name / DIN	Mr. Sourabh Jain / 08881097
Date of birth / Age	17-02-1997 / 29 years
Original date of appointment on the Board	29 December 2020
Proposed second term	29 December 2025 to 28 December 2030 (both days inclusive)
Qualification(s)	Graduation
Brief resume and nature of expertise in specific functional areas	As submitted to NRC committee
Skills and capabilities required for the role; manner in which the candidate meets them	As submitted to NRC committee
Terms and conditions of re-appointment	Non-Executive Independent Director for a second term of five consecutive years; not liable to retire by rotation
Remuneration last drawn	NA
Remuneration proposed	NA
Directorships in other companies	Nil
Membership / Chairpersonship of committees of other boards	Nil
Listed entities from which resigned in the past three years	Nil
Shareholding in the Company, including beneficial ownership	Nil
Relationship with other Directors, Manager and KMP	NA
Number of Board meetings attended during FY 2025–26	all

Particulars	Details
Inter se relationship with other Directors / KMP	None

ITEM NO. 7 – APPOINTMENT OF M/S. JK & ASSOCIATES AS SECRETARIAL AUDITOR OF THE COMPANY:

M/s. R. S. Rajpurohit & Co., Company Secretaries in Practice, was appointed by the Members at the 40th Annual General Meeting of the Company held on Friday, 12 September 2025, as the Secretarial Auditor of the Company for a term of five consecutive financial years commencing from the financial year 2025–26 and ending with the financial year 2029–30.

M/s. R. S. Rajpurohit & Co., vide its resignation letter dated 14 August, 2026, tendered its resignation from the office of Secretarial Auditor of the Company with effect from 14th August, 2026. The reasons for the resignation, as stated in the resignation letter. The resignation and the reasons therefor were disclosed to BSE Limited in terms of Regulation 30 read with Part A of Schedule III to the SEBI Listing Regulations. Consequently, a casual vacancy arose in the office of Secretarial Auditor of the Company.

In accordance with Regulation 24A of the SEBI Listing Regulations, the Board of Directors is required to fill a casual vacancy caused by the resignation of a Secretarial Auditor within three months. The Secretarial Auditor appointed by the Board to fill such casual vacancy holds office until the conclusion of the next Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 14 August, 2026, appointed M/s. JK & Associates, Company Secretaries in Practice, as the Secretarial Auditor of the Company to fill the casual vacancy, with effect from 14 August, 2026 and to hold office until the conclusion of the ensuing 41st Annual General Meeting.

The Board has further recommended the appointment of M/s. JK & Associates as the Secretarial Auditor of the Company for one term of five consecutive financial years commencing from the financial year 2026–27 and ending with the financial year 2030–31, subject to the approval of the Members at this Annual General Meeting.

PROFILE AND CREDENTIALS

M/s. JK & Associates is a firm of Company Secretaries in Practice registered with the Institute of Company Secretaries of India, bearing Firm Registration/Unique Identification No. **I2019HR1977400**. The firm holds a valid Peer Review Certificate No. **2659/2022**. The said Peer Review Certificate is valid up to 27th August, 2026.

CONSENT, ELIGIBILITY AND INDEPENDENCE

M/s. JK & Associates has furnished its written consent and eligibility certificate confirming that:

a. it is eligible for appointment under Regulation 24A of the SEBI Listing Regulations;
b. it holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India;
c. it has not incurred any disqualification prescribed by SEBI;
d. its appointment is within the applicable tenure limits;
e. where applicable, the majority of its partners practising in India are qualified for appointment as Secretarial Auditor;
f. only a partner who is a Peer Reviewed Company Secretary shall be authorised to act and sign on behalf of the firm;
g. it does not have any conflict of interest in relation to the proposed appointment;
h. it has not rendered and shall not render, directly or indirectly, any prohibited service to the Company, its holding company, subsidiary company or associate company; and
i. it shall maintain independence and objectivity throughout its tenure.

Details of any orders passed or professional-conduct proceedings pending against the firm or its proposed signing partner before ICSI, SEBI, the Ministry of Corporate Affairs, any other competent authority or court during the preceding five years are as follows: NIL

SCOPE OF APPOINTMENT

M/s. JK & Associates shall:

a. conduct the Secretarial Audit under Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations;
b. issue the Secretarial Audit Report in Form MR-3;
c. undertake the annual secretarial-compliance review and issue the Annual Secretarial Compliance Report under Regulation 24A(2);
d. issue such other reports and certificates as may be required under applicable laws and permitted under the applicable independence requirements; and
e. perform its duties in accordance with applicable laws, SEBI circulars, Secretarial Standards and professional standards and guidance issued by ICSI.

There is no material change in the remuneration proposed to be paid to M/s. JK & Associates as compared with the remuneration of paid to the outgoing Secretarial Auditor for the Financial Year 2025-26.

Any remuneration for additional permissible services shall be separately determined by the Board based on the nature and scope of such services, subject to the independence requirements and restrictions prescribed under applicable law.

BASIS OF RECOMMENDATION

The Audit Committee and the Board of Directors considered the professional qualifications, audit experience, securities-law expertise, audit methodology, peer-review status, independence, eligibility and proposed remuneration of M/s. JK & Associates.

After considering the above, the Audit Committee and the Board are satisfied that the qualifications and experience of M/s. JK & Associates are commensurate with the size, nature of operations and regulatory requirements of the Company.

INTEREST OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

By Order of the Board
For VJTF Eduservices Limited

SD/-	SD/-
__________________	__________________
Vinay Jain	**Raina Jain**
Managing Director	**Whole Time Director**
DIN: 00235276	**DIN: 01142103**

Dated: 05/09/2026
Place: Mumbai