

VIRYA RESOURCES LIMITED

(FORMERLY GAYATRI TISSUE AND PAPERS LTD)

(CIN NO: L45100MH1987PLC042141)

Dt: 20.09.2022

To
The Department of Corporate Affairs,
Bombay Stock Exchange Limited,
25th Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Sub: Addendum to Notice convening 36th Annual General Meeting of Virya Resources Ltd.(Formerly known as Gayatri Tissue and Papers Ltd) for the Financial Year 2021-22.

Dear Sir,

This is further to our intimation dated 8th September, 2022 whereby the Notice of the 36th Annual General Meeting (AGM) was submitted in compliance with the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We are enclosing herewith Addendum to the Notice of the 36th AGM of the Members of the Company to be held on Friday, 30th September, 2022 at 04:00 p.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The said Addendum to Notice is being sent to the shareholders who have their e-mail id registered with RTA and is also available on the Company`s website at www.viryaresources.com.

Thanking you.

Yours faithfully,
For Virya Resources Ltd
(formerly known as Gayatri Tissue & Papers Ltd)



V V Subrahmanyam
Director
DIN: 01029479

VIRYA RESOURCES LIMITED

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ADDENDUM TO THE NOTICE OF 36TH ANNUAL GENERAL MEETING

Virya Resources Limited (formerly known as Gayatri Tissue and Papers Ltd) (“The Company”) had issued a Notice (Original Notice), dated August, 30th, 2022 of the 36th Annual General Meeting (AGM) to be held Friday, the 30th day of September, 2022 at 04.00 P.M through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact three business items (2 Ordinary Business and (1 Ordinary Resolution) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No.4 & 5

SPECIAL BUSINESS:

ITEM NO: 4

To approve the appointment of Mr. Candra Winoto Salim (Din no:09737531) who has been appointed as an Additional Director of the company, be appointed as Director and in this connection, 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, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and based on the recommendation of Nomination and Remuneration Committee of the Board of Directors, Mr. Candra Winoto Salim (Din no:09737531), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Candra Winoto Salim (Din no:09737531) as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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ITEM NO: 5

To approve the appointment of Mr. Sukhdev Singh (Din 08623180), who has been appointed as an Additional Director of the company, be appointed as Director and in this connection, 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, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and based on the recommendation of Nomination and Remuneration Committee of the Board of Directors, Mr. Sukhdev Singh (Din 08623180), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying its intention to propose Mr. Sukhdev Singh (Din 08623180) as a candidate for the office of Director of the Company, be and is hereby appointed as a Non – Executive and Non - Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

For and on behalf of the Board

Sd/-

V V SUBRAHMANYAM

Director

DIN: 01029479

Date: 17.09.2022

Place: Hyderabad

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of Item No. 4 as set out in the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Mr. Sukhdev Singh (Din 08623180) and Mr. Candra Winoto Salim (Din no: 09737531) are being appointed as an Additional Directors are also annexed.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 13th January, 2021 read with circulars dated 05th May, 2020 read with SEBI Circular dated 15th January, 2021 permitted the holding of 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. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. 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 his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.
4. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
5. In case you are holding the Company’s shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc. In case you are holding Company’s shares in physical form, please inform Company’s RTA viz M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharatnagar, Hyderabad - 500018 Ph: 040- 23818475 by enclosing a photocopy of blank cancelled cheque of your bank account.
6. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. viz M/s. Venture Capital and Corporate Investments Pvt. Ltd, 12-10-167, Bharatnagar, Hyderabad - 500018 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers dematerialization and change in the address of the members may be communicated to the RTA.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
8. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
9. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
10. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository

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Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card with original PAN Card for verification, so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir- 05/2009 dated 20th May, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests.

11. Virya Resources Limited (Formerly known as Gayatri Tissue & Papers Ltd.) Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 26th September, 2022 to 29th September, 2022 (both days inclusive) for the purpose of AGM.
13. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e, 21st September 2022 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
14. Members may also note that the Notice of the 35th Annual General Meeting is available on the Company's website www.viryaresources.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at info@viryaresources.com . In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020 & 15th January 2021, Notice of the AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at: www.viryaresources.com on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.
15. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
16. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
17. The Board of Directors has appointed M/s. Bharatiraju Vegiraju, Practicing Company Secretary, Membership No. 8300 to act as Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website www.viryaresources.com.

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EXPLANATORY STATEMENT

ITEM NO: 4

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying candidature of Mr. Candra Winoto Salim (Din no:09737531) as Director of the Company.

Mr. Candra Winoto Salim (Din no:09737531), is having vast experience in the field of Coal and Gold Mining and has equity interest in few mines in Indonesia. Business Interests are spreading to Indonesia, Vietnam and India.

The details of Mr. Candra Winoto Salim (Din no:09737531), as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided in this Notice.

The appointment of Mr. Candra Winoto Salim (Din no:09737531) was recommended by Nomination and Remuneration Committee, Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 4 for approval by Shareholders.

Except Mr. Candra Winoto Salim, none of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

BRIEF PROFILE OF MR. CANDRA WINOTO SALIM, JAKARTA, INDONESIA

Mr. Candra is a businessman from Indonesia whose journey began with a minority shareholding in his parents' business in gold jewelry manufacturing based in Semarang. He then acquired a 40% share in Pt. Pasir Prima Coal, a company in the Business of Coal Mining and Trading. 35% of shares were swapped with the Equator Group ("Equator") for a deposit over 100 million MT of coal.

In 2007, he sold this company and set up PT. Meridien Energi Indonesia. Mr. Candra owned 80% of its shares while Equator owned a 20% share in the business. The company exported coal to Vietnam until 2018.

Satisfied with PT. Meridien Energi Indonesia's successful coal trading with Vietnam, Mr. Candra founded a Singaporean company, Magma Capital Resources Pte Ltd to open subsidiary companies in both Vietnam and India, so as to expand his coal business to both countries. Currently, the company has orders in hand for more than 500,000 MT per month in Vietnam and 200,000 MT per month in India.

- 2009: Acquired 80% of the gold Mining shares in PT Suda Miskin with 5600 Ha, in Lebak, Banten Province.
- 2011: PT Suda Miskin received an offer from BNP Paribas Bank to negotiate a sale and merger/ joint venture with Zijin mining and go for a public listing of the company in HK. No deal has been made.

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- 2013: Started small production for gold mining.
- 2015: Started marketing the jewelry business from the other factory established.
- 2018: Partnered with a Chinese company to increase production.
- 2019: Started own Jewelry factory in Bandung.
- 2019: PT Suda Miskin appointed an independent geologist to prepare the JORC report to estimate the mineral resources.

CURRENT ROLE:

Commissioner

PT. Pasir Prima Coal Indonesia (2000 - 2002) President Director

- PT. Suda Miskin (Gold mining, 2009 -to date)
- PT. Meridien Energi Indonesia (Coal Trading, 2016 – to date)
- Magma Capital Resources Pte Ltd (Holding, 2013 – to date)

PRIOR WORK EXPERIENCE:

Norman Tiles Limited (2007 – 2008) Norman Tiles (UK) LTD (2008)

Pt. Giga Inko Niagatama (Coal Mining)

Pt. Japelkom (Construction of Signal Towers)

EDUCATION:

Civil Engineering (1997), Universitas Tarumanegara, Jakarta

ITEM NO: 5

The Company has received notice under Section 160 of the Companies Act, 2013 from member signifying candidature of Mr. Sukhdev Singh (Din 08623180) as an Non – Executive and Independent Director of the Company.

Mr. Sukhdev Singh has over Three decades of experience under his belt in planning, production, management supervision, direction and control of underground.

The details of Mr. Sukhdev Singh (Din 08623180), as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided in this Notice.

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The appointment of Mr. Sukhdev Singh (Din 08623180) was recommended by Nomination and Remuneration Committee, Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 4 for approval by Shareholders.

Except Mr. Sukhdev Singh (Din 08623180), none of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

PROFILE OF MR.SUKHDEV SINGH

Mr. Sukhdev Singh (Born 23rd April 1964) is an Singapore Businessman, Completed his Graduation From Victorian University Of Wellington (New Zealand) in the stream of Bachelor of Commerce & Administration in 1990.

He began his career in Body Overseas 52 Maori Trust board development in 1989, for Ministry Maiiori Affairs(New Zealand).

- Tax Officer(Property) for Inland revenue (IRAS) in (Singapore).period of employment(1991-1992).
- General manager in J&S Shipping Pte Ltd.(Singapore), Took responsibilities of Ship broking and business Development. Period of employment(1 992-1993).
- Remisier for SBCI & Associates Pte Ltd. (Singapore).Period of employment (1994-1997) took responsibilities for Retail clients.
- Dealer For Amsteel Securities Pte Ltd(Singapore) Period of employment(1997- 1998) took responsibilities for High network.
- VP-International business development for International trade Exchange (ITEX)-Nasdaq OTC in the year of 2000-2003, By setting up joint business companies via Starategic partnership Mexico- Chile- Argentina- Russia-Japan India-China-Hong kong- Malaysia-Australia- New Zealand-France-Slovakia United Kingdom-Belgium.
- Advisor for Malaysia Business Referral (Malaysia), for the period of 2003-2003 for the strategic growth and business development.
- Advisor for BarterXchange pte Ltd (Singapore) Period of employment 2003- 2005.

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Prior Experience as Independent Director /Advisor (2005-2015)

P.T Aceh Satellite (ISP)(Indonesia) -2005-2007,
P.T Negara Aceh Darrusalam (Aceh) (Indonesia), 2006-2008.
P.T Aartu Plantation(Indonesia), 2006-2008.for
P.T Jepalkom(Indonesia) 2007-2009
Rabbithead Enterprise Pte Ltd (Singapore) 2008-2011
Standard Land Ltd(Singapore) 2013-2015

Presently he is

Executive Director for Magma Capital Resources Pte Ltd (Singapore) period of employment 2015 to till Date, and VR Commodities Private Limited (India) (2019- to date) to set up & Structure & Execute Growth Development of Companies.

Mr. Sukhdev Singh has over Three decades of experience under his belt in planning, production, management supervision, direction and control of underground.

For and on behalf of the Board

Sd/-

V V SUBRAHMANYAM

Director

DIN: 01029479

Date: 17.09.2022

Place: Hyderabad

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