

# VVIP INFRATECH LIMITED

(Formerly known as Vibhor Vaibhav Infra Private Limited)  
CIN : L45201UP2001PLC136919



To,  
Sr. General Manager  
Listing Operations  
BSE Limited  
P.J. Towers, Dalal Street  
Fort, Mumbai- 400001  
Dear Sir(s),

Dated-01/09/2025

**Ref.-BSE SCRIP CODE- 544219. SYMBOL- VVIPIL**

**Subject: Corrigendum to the Notice convening the 24th Annual General Meeting (AGM) of the Company and update on AGM Notice dated August 28, 2025**

**Ref:** Our letter no. VVIPIL/SE/EQ/FY25/ dated August 28, 2025, submitting the Notice of the 24th AGM of the Company.

Dear Sir(s),

In continuation of our above intimation, this is to inform you that in the Notice of the 24th Annual General Meeting ("AGM") of VVIP Infratech Limited, scheduled on September 20<sup>th</sup>, 2025 at 03:00 P.M. (IST) through VC/OAVM, **Agenda Item No. 2 under Ordinary Business was inadvertently mentioned incorrectly due to an inadvertent error.**

**Correction in Agenda Item No. 2:**

**Ordinary Business – Item No. 2 should be read as:**

2. Re-appointment of Mr. Praveen Tyagi (DIN: 00834200) as Director, who is liable to retire by rotation, proposed himself for re-appointment.

To re-appoint Mr. Praveen Tyagi (DIN: 00834200), Director of the Company, who retires by rotation at the ensuing annual general meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.

The reference to "Mr. Vaibhav Tyagi (DIN: 01797558), Managing Director" is substituted with "Mr. Praveen Tyagi (DIN: 00834200), Director," being the Director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 and the Articles of Association.

All other items of the AGM Notice dated August 28, 2025 remain unchanged and valid. The Corrigendum Notice is being circulated to members electronically and uploaded on the Company's website at [www.vvipinfra.com](http://www.vvipinfra.com) along with the AGM Notice.

This intimation is being made in compliance with Regulation 30 read with Schedule III and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on record.

**FOR & BEHALF OF**

**VVIP INFRATECH LIMITED**

KANCHAN  
AGGARWAL

Digitally signed by KANCHAN  
AGGARWAL  
Date: 2025.09.01 18:06:17  
+05'30'

**Kanchan Aggarwal**

**Company Secretary Cum Compliance Officer**

**Membership No. A70481**



Corp. & Regd Office : VVIP Style Mall, 5th Floor, Rajnagar Extension, Ghaziabad, UP - 201017



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info@vvipinfra.com



www.vvipinfra.com

GSTIN :

09AABCV2953P1ZP

08AABCV2953P1ZR

05AABCV2953P2ZW



**VVIP Infratech Limited**

**CIN:** L45201UP2001PLC136919

**Regd. Office:** Fifth Floor, VVIP Style, NH-58 Raj Nagar Extension, Ghaziabad,  
Uttar Pradesh, India, 201017

**Email ID:** [finance@vvipspaces.com](mailto:finance@vvipspaces.com)

**Tel:** +0120-5115132 **Website:** [www.vvipinfra.com](http://www.vvipinfra.com)

**CORRIGENDUM TO THE NOTICE OF 24TH ANNUAL GENERAL MEETING OF THE COMPANY**

**Corrigendum to the Notice dated August 28<sup>th</sup>, 2025, convening the Twenty-Fourth Annual General Meeting of the Company scheduled to be held on Saturday, September 20<sup>th</sup>, 2025 at 03:00 P.M. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).**

**To**

All the Members of VVIP Infratech Limited

**Correction in Agenda Item No. 2 of the Ordinary Business of the 24th AGM of the Company**

In the Notice of the 24th Annual General Meeting of the Company dated August 28<sup>th</sup>, 2025, **Agenda Item No. 2 under Ordinary Business was inadvertently mentioned incorrectly due to an inadvertent error.**

The Agenda Item No. 2 shall now be read as under:

**Ordinary Business:**

***2. Re-appointment of Mr. Praveen Tyagi (DIN: 00834200) as Director, who is liable to retire by rotation, proposed himself for re-appointment.***

To re-appoint **Mr. Praveen Tyagi (DIN: 00834200)**, Director of the Company, who retires by rotation at the ensuing annual general meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013.

*The reference to “Mr. Vaibhav Tyagi (DIN: 01797558), Managing Director” is substituted with “Mr. Praveen Tyagi (DIN: 00834200), Director,” being the Director liable to retire by rotation in terms of Section 152 of the Companies Act, 2013 and the Articles of Association.*

All other agenda items as set out in the Notice of the 24th AGM shall remain unchanged and continue to be valid for consideration by the members at the AGM.

This Corrigendum shall form an integral part of the Notice dated August 28, 2025, convening the 24th AGM of the Company and shall be read in conjunction with the same.

**By Order of the Board  
For VVIP Infratech Limited**

Sd/-

**Kanchan Aggarwal**  
Company Secretary & Compliance Officer  
Membership No.: A70481

**Date:** 01<sup>st</sup> September, 2025

**Place:** Ghaziabad, Uttar Pradesh

## **EXPLANATORY STATEMENT**

The following explanatory statement sets out the reasons for substitution of the name of the Director mentioned under Agenda Item No. 2 of the Notice of the 24th Annual General Meeting of the Company dated **August 28<sup>th</sup>, 2025**.

VVIP Infratech Limited ("the Company") issued a Notice dated August 28, 2025 ("AGM Notice") convening the 24th Annual General Meeting ("AGM") of the Members of the Company, scheduled to be held on **Saturday, September 20<sup>th</sup>, 2025 at 03:00 P.M. (IST)** through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The said Notice was duly circulated to all Members of the Company and submitted to the Stock Exchange in compliance with the provisions of the Companies Act, 2013, the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subsequent to the circulation of the AGM Notice, it was observed that **Agenda Item No. 2 under Ordinary Business contained an inadvertent error in the name of the Director proposed for re-appointment**. The AGM Notice had incorrectly mentioned the re-appointment of **Mr. Vaibhav Tyagi (DIN: 01797558), Managing Director**, under Item No. 2.

Upon review, it has been clarified that the Director who is due to retire by rotation and is eligible for re-appointment under Section 152(6) of the Companies Act, 2013, is **Mr. Praveen Tyagi (DIN: 00834200), Director of the Company**. Accordingly, the reference to Mr. Vaibhav Tyagi in the AGM Notice stands substituted with Mr. Praveen Tyagi.

Therefore, **Agenda Item No. 2 of the AGM Notice shall be read as follows:**

### **Ordinary Business – Item No. 2**

*"Re-appointment of Mr. Praveen Tyagi (DIN: 00834200), Director of the Company, who retires by rotation at the ensuing annual general meeting and being eligible, offers himself for re-appointment, in terms of Section 152(6) of the Companies Act, 2013."*

This correction is being made through the present Corrigendum to ensure accuracy of the information placed before Members and to avoid any ambiguity at the AGM. The Board of Directors recommends the re-appointment of Mr. Praveen Tyagi as a Director liable to retire by rotation.

All other agenda items as set out in the AGM Notice dated August 28, 2025 remain unchanged and continue to be valid for consideration by the Members at the AGM.

This Corrigendum forms an integral part of the AGM Notice dated August 28<sup>th</sup>, 2025 and should be read in conjunction with the same. The Corrigendum, along with this Explanatory Statement, is being circulated electronically to all Members of the Company, is available on the Company's website at [www.vvipinfra.com](http://www.vvipinfra.com), and is also being uploaded on the websites of the Stock Exchange(s) and the e-voting agency. The remote e-voting facility already provided to Members shall continue to remain available for all valid agenda items of the AGM Notice, including the corrected Agenda Item No. 2.

Further, in accordance with Regulation 47 of SEBI LODR, this Corrigendum will also be published in English and Hindi newspapers in the prescribed manner.

**Notes:**

- 1) This Corrigendum forms an integral part of the AGM Notice dated August 28<sup>th</sup> , 2025 and shall be read in continuation with the same.
- 2) Members may note that the Company is offering e-voting facility. The remote e-voting period commences on Tuesday, September 16, 2025 (9:00 A.M. IST) and ends on Friday, September 19, 2025 (5:00 P.M. IST), which shall remain available for all valid agenda items of the AGM Notice (including corrected Item No. 2).
- 3) This Corrigendum is being circulated electronically to all Members of the Company and is also available on the website of the Company at [www.vvipinfra.com](http://www.vvipinfra.com) , as well as on the websites of the Stock Exchange(s) and the e-voting agency.
- 4) All other agenda items in the AGM Notice, except as corrected herein, remain unchanged and valid.
- 5) Relevant documents referred to in this Corrigendum will be available for inspection electronically by the Members up to the date of the AGM, in accordance with the details provided in the original AGM Notice.
- 6) Accordingly, all the concerned Members, Debenture Holders, Debenture Trustees, Stock Exchanges, Depositories, Registrar and Share Transfer Agents, the agency appointed for e-voting, other authorities, regulators, and all other concerned persons are requested to take note of the correction of Agenda Item No. 2 of the AGM Notice.
- 7) In compliance with Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Corrigendum will also be published in newspapers (English and Hindi editions) in the prescribed manner.
- 8) It is reiterated that the entire contents of the AGM Notice dated August 28, 2025, including the date, time and business to be transacted (except as corrected in this Corrigendum), explanatory statement, relevant disclosures, etc., shall remain the same.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of the Members of VVIP Infratech Limited will be held on Saturday on 20<sup>th</sup> September 2025, at 03:00PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")], to transact the following businesses:

### **Ordinary Business:**

**1. Adoption of Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025**

To receive, consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.

**2. Re-appointment of Mr. Praveen Tyagi (DIN: 00834200), Director liable to retire by rotation**

To consider and approve the re-appointment of Mr. Praveen Tyagi (DIN: 00834200), Director of the Company, who retires by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, and being eligible, offers himself for re-appointment.

### **Special Business:**

**3. To Approve of Remuneration of the Cost Auditor for the Financial Year 2025-26**

*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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the **remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and out-of-pocket expenses**, as approved by the Board of Directors of the Company, to be paid to **M/s Subodh Kumar & Company, Cost Accountants (Firm Registration No. 104250)**, appointed as the Cost Auditors of the Company for conducting the audit of the cost records for the financial year ending March 31, 2026, be and is hereby ratified and confirmed."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary cum Compliance Officer be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and to file the necessary documents with the Registrar of Companies and other statutory authorities as may be required in this regard."

**4. To approve omnibus approval for Related Party Transactions for FY 2025-26**

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

**"RESOLVED THAT** pursuant to Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013, if any, consent of the members be and is hereby accorded to the omnibus approval granted by the Board of Directors at its meeting held on

26-05-2025, for entering into related party transactions, up to an aggregate value not exceeding ₹200 Crores (Two hundred crores only) during the financial year 2025-26, as detailed in the explanatory statement annexed hereto.”

**5. Regularization of Mrs. Nupur Arora (DIN:11147474) as an Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the members be and is hereby accorded to appoint Mrs. Nupur Arora (DIN: 11147474), who was appointed as an Additional Director (Independent category) of the Company w.e.f. 01st July, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01st July, 2025.

**“RESOLVED FURTHER THAT** the Board of Directors (Executive) and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary or desirable to give effect to this resolution.”

**6. Increase in authorized share capital of the company and consequential amendment in memorandum of association of the company**

**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 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value of ₹10.00/- (Rupees Ten Only) each to ₹35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.”

***“The Authorized Share Capital of the Company is ₹35,00,00,000/- (Rupees Thirty Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10.00/- (Rupees Ten Only) each.”***

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution

to file the necessary information in the prescribed form to Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

7. **To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities, through qualified institutions placement (QIP)**

To consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to section 23, 42, 62, and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder ("**the Act**") (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), and each including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and the Foreign Exchange Management Act, 1999 including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; the listing agreements entered into by the Company with the stock exchange(s) where the equity shares of face value of ₹10/- each of the Company are listed ("**Stock Exchange(s)**", and such equity shares, the "Equity Shares") and any other provisions of applicable law (including all other applicable statutes, clarifications, rules, regulations, circulars, notifications, and guidelines issued by the Government of India ("**GOI**"), Ministry of Corporate Affairs ("**MCA**"), Reserve Bank of India ("**RBI**"), Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Registrar of Companies, ("**RoC**"), Department of Industrial Policy & Promotion ("**DIPP**"), Ministry of Finance (Department of Economic Affairs) and all other Ministries/ Departments of the Government of India and such other statutory/regulatory authorities), and subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, RoC, or any other concerned statutory/regulatory authority, and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the board of directors of the Company ("**Board**"), approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Securities (as defined hereinafter), for cash, with or without green shoe option, by way of an issuance of any instrument or security, including equity shares or any other equity based instruments or any combination thereof (all of which are hereinafter referred to as "Securities"), in one or more tranches and/or one or more issuances, simultaneously or otherwise for an aggregate amount of up to and not exceeding ₹100 Crore (inclusive of such premium to face value as may be fixed on such Securities), by way of qualified institutions placement(s) in accordance with the Chapter VI of the SEBI ICDR Regulations or any other method as may be permitted under applicable laws to the eligible investors in the course of domestic or international offerings, through issue of placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda in such a manner to any eligible person, including qualified institutional buyers (as defined in Regulation (1) (ss) of the SEBI ICDR Regulations), or otherwise, foreign/ resident investors (whether institutions, banks, incorporated bodies, mutual funds, individuals, trustees, stabilizing agent or otherwise),

venture capital funds, alternative investment funds, foreign portfolio investors, Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, pension funds and/or any other categories of investors, who are authorised to invest in the Securities of the Company as per extant regulations/guidelines or any combination of the above, whether they being existing holders of the Securities or not (collectively referred to as the “**Investors**”), as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations and in such manner and on such terms and conditions, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of others, in such manner as may be prescribed under applicable laws, and without requiring any further approval or consent from the members at the time of such issue and allotment, considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Company to list its Securities on any stock exchange in India.

**“RESOLVED FURTHER THAT** in the issue and allotment of Securities by way of Qualified Institutions Placement (“**QIP**”) to Qualified Institutional Buyers (“**QIBs**”) in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of SEBI ICDR Regulations): -

- (i) The Eligible Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (ii) The allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution by the Shareholders or such other time as may be allowed under the Act and/ or SEBI ICDR Regulations, from time to time.
- (iii) The Equity Shares which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible Securities being offered through QIP, have been listed on a stock exchange for a period of at least one year, calculated on a date prior to issuance of this notice to shareholders of the Company.
- (iv) The Equity Shares issued and allotted under the Issue or allotted upon conversion of the equity linked instruments issued in QIP shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects.
- (v) The relevant date for determination of the floor price of the Eligible Securities to be issued shall be:
  - (a) In case of allotment of Equity Shares, the date of the meeting in which the Board decides to open the issue, and/or,
  - (b) In case of allotment of eligible convertible Securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as may be determined by the Board.
- (vi) The Eligible Securities (excluding warrants) shall be allotted as fully paid up.
- (vii) The issuance and allotment of the Securities by way of the QIP shall be made at such price that is not less than the price determined in accordance with the pricing formula provided provisions of Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“Floor Price”), the Act and other applicable laws, and the price determined for the QIP shall be subject to appropriate adjustments as per the



provisions of the applicable laws, including SEBI ICDR Regulations. However, the Board, in consultation with the Lead Manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

- (viii) The number and/or price of the Eligible Securities or the underlying Equity Shares issued on conversion of Eligible Securities shall be appropriately adjusted for corporate actions such as rights issue, stock split or consolidation of shares, reclassification of equity shares into other securities, issue of equity shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring.
- (ix) In accordance with Regulation 176(3) under Chapter VI of SEBI ICDR Regulations, no partly paid-up Equity Shares or other Securities shall be issued / allotted.
- (x) In accordance with Regulation 179(2) under Chapter VI of SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be issued and allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs.
- (xi) The Eligible Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.
- (xii) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations.
- (xiii) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of the QIP to be undertaken pursuant to the special resolution;
- (xiv) The tenure of the convertible or exchangeable Eligible Securities issued through the QIP shall not exceed sixty months from the date of allotment; and
- (xv) Application for allotment of Eligible Securities, and allotment of Eligible Securities through the QIP shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations.  
No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company.
- (xvi) The schedule of the QIP will be as determined by the Board or its duly authorized committee.
- (xvii) The detailed terms and conditions for the offer will be determined in consultation with the advisors, Lead Manager(s) and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.”

**“RESOLVED FURTHER THAT** the consent of the members of the Company, be and is hereby accorded to Board or its duly constituted committee thereof, to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any

Securities or as may be necessary in accordance with the terms of the offering. All such Equity Shares shall rank *pari-passu* with the existing Equity Shares in all respects.”

**“RESOLVED FURTHER THAT** in case of offering of any Securities, including without limitation any securities convertible into equity shares, consent of the members of the Company be and is hereby accorded to the Board to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/ offering in respect of such Securities and such equity shares shall rank *pari-passu* with the existing equity shares of the Company in all respects, except as may be provided otherwise under the terms of issue/ offering and in the offer document and/or placement document and/or offer letter and/or offering circular and/or listing particulars, in accordance with the applicable laws.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or a committee thereof, in consultation with the Lead Manager(s), advisors and/or other intermediaries as may be appointed in relation to the Issue, be and is hereby authorized to do such acts, deeds, matters and take all steps as may be necessary including without limitation, the determination of the terms and conditions of the QIP including among other things, the date of opening and closing of the QIP, the class of investors to whom the Securities are to be issued, determination of the number of Securities, tranches, issue price, finalisation and approval of preliminary and final placement document(s), interest rate, listing, premium/discount, permitted under applicable law (now or hereafter), conversion of Securities, if any, redemption, allotment of Securities, listing of securities at Stock Exchange(s) and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the preliminary placement document and the placement document, placement agreement, escrow agreement, monitoring agency agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/or authorities as required from time to time, finalize utilisation of the proceeds of the QIP, give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the Lead Manager(s), or other authorities or intermediaries involved in or concerned with the QIP and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Board pursuant to this resolution may be exercised by the Board to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**“RESOLVED FURTHER THAT** the Board or duly constituted committee thereof, be and is hereby authorized by the members of the Company to approve, finalise, execute, ratify, and/or amend/modify agreements and documents, including any power of attorney, lock up letters, and agreements in connection with the appointment of any intermediaries and/ or

advisors (including for marketing, listing, trading and appointment of Lead Manager(s)/ legal counsel/ bankers/ advisors/ registrars/ and other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith.”

**“RESOLVED FURTHER THAT** the Board or duly constituted committee thereof is authorised by the members of the Company to seek the listing of Eligible Securities on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as may be necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board or duly constituted committee, thereof is authorised by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.”

**“RESOLVED FURTHER THAT** subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution.”

**“RESOLVED FURTHER THAT Mr. Vaibhav Tyagi Managing Director, Mr. Praveen Tyagi Chairman, or Mr. Vibhor Tyagi, Whole Time Director or Ms. Kanchan Aggarwal Company Secretary and Compliance Officer (Jointly and Severally) of the Company be and is hereby severally authorised to certify the true copy of this resolution and forward the same to any person or authority for their record and necessary action.”**

**Date : 28<sup>th</sup> August, 2025  
Place: Ghaziabad**

**By Order of the Board of Directors  
VVIP INFRATECH LIMITED**

**Registered Office:-  
Fifth floor, VVIP Style Mall  
Rajnagar extension,  
Ghaziabad,  
201017**

**Sd/-  
Kanchan Aggarwal  
Company secretary cum Compliance Officer**

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Annual General Meeting ('AGM') under Item Nos. 3 to 5 is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the Annual General Meeting are furnished as annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/reappointment.
2. A member entitled to attend and vote in the meeting is entitled to appoint a proxy/proxies to attend and vote instead of himself/herself such a proxy/proxies need not be a member of the company.
3. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10(Ten) percent of the total issued share capital of the company carrying voting rights. However a member holding more than 10(ten) percent of the total issued share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
4. A member would be entitled to inspect the proxies lodged at any time, except the date of AGM, during the business hours of the Company. The required statutory registers will be made available at the AGM venue for inspection by the members at the Annual General Meeting.
5. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company at least 48 hours before the commencement of the Meeting, duly complete and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable.
6. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the company, a certified true copy of the relevant Board of Director resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the meeting.
7. The Company has approached CDSL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
8. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.
9. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. **12<sup>th</sup> September, 2025**, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut-off date should treat this notice for information only.

- 10.** The Register of Members and Share Transfer Books of the Company will remain closed from **12<sup>th</sup> September, 2025 to September 19<sup>th</sup>, 2025** (both days inclusive) for the purpose of determining the names of Members eligible for voting at the AGM.
- 11.** Shareholders may be aware that the companies Act, 2013, permits the service of the Notice of the Annual General Meeting through electronic mode. In view of this, the company would communicate the important and relevant information, and events and send the documents including the intimations, notices, annual reports, financial statements, etc. in electronic form, to the email address of the respective member. To support the green initiative of the Government in full measure, Members who have not registered their e-mail address, so far, are requested to register their e-mail addresses in the following manner.
- For members holding shares in physical mode-please provide necessary details like Folio No, Name of shareholder by email [cs@vvipinfra.com](mailto:cs@vvipinfra.com)
  - Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to [cs@vvipinfra.com](mailto:cs@vvipinfra.com)
- The electronic copy of the Annual Report including Notice of the 24th Annual General Meeting of the company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email ids are registered with the company/Depository Participant(s) for communication purposes. The Annual Report of the company will also be available on the company's website [www.vvipinfra.com](http://www.vvipinfra.com)
- 12.** Section 20 of the Companies Act, 2013 permits service of documents on Members by a Company through electronic mode. So, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, the Annual Report for the year 2024-25 is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant. Members are requested to note that SEBI vide Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with MCA General Circular no. 10/2022 dated December 28, 2022, compliance norms pertaining to requirement of sending physical copies of annual reports to shareholders for general meeting to be held up-to September 30, 2024 has been dispensed off. In view of the above the Company will not be printing physical copies of the Annual Report. The Annual Report and Notice of the AGM is being sent to members who have registered their email ID with the Company / Depositories. The Members who have not registered their email ID with the Company can access the Annual Report on the website of the Company [www.vvipinfra.com](http://www.vvipinfra.com) and website of the Stock Exchange, BSE Limited at [www.bseindia.com](http://www.bseindia.com). Members who would like to obtain pdf copy on their email ID may write an email to [cs@vvipinfra.com](mailto:cs@vvipinfra.com)
- 13.** The company or its Registrar and Transfer Agents, Maashitla Securities Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants.
- 14.** The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.
- 15.** Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Annual General Meeting.

16. The Company has appointed **Mr. Sagar Saxena & Co., Company Secretaries (Membership number F12936)**, to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
17. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
18. Members holding equity shares in electronic form, and proxies thereof, are requested to bring their dp id and client id for identification. Members are requested to bring their attendance along with copies of their Annual Report at the meeting.
19. Member/Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR card or Driving License.
20. Route-map is not required as it is Virtual Meeting
21. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 10.00 a.m. and 6.00 p.m. on all days except Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
22. ***Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. 20<sup>th</sup> September, 2025.***

**23. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and circulars issued by Ministry of Corporate affairs dated April 8, 2020, April 13, 2020 and May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, necessary arrangements have been made by the Company with **Central Depository Services Limited (CDSL)** to facilitate Remote e-Voting. The instructions for the process to be followed for Remote e-Voting is forming part of this Notice.

<b>Commencement of e-voting:</b>	<b>From 9.00 a.m. (IST) on September 16<sup>th</sup>, 2025 on Tuesday</b>
<b>End of e-voting:</b>	<b>Up to 5.00 p.m. (IST) on September 19<sup>th</sup>, 2025 on Friday</b>
<b>E-voting shall not be allowed beyond September 19<sup>th</sup>, 2025.</b>	

During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **September 12<sup>th</sup>, 2025**. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice and holding shares as on cut-off date i.e. **September 12<sup>th</sup>, 2025**

**NOTICE** shall be entitled to exercise his/her vote either electronically i.e. remote e-voting (may obtain the login ID and password by sending a request at [evoting@cdsl.com](mailto:evoting@cdsl.com)) or through the Poll Paper at the AGM by following the procedure mentioned in the notice convening the Meeting, which is available on the website of the company.

#### **General Guidelines for shareholders:**

24. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail 'Sagar Saxena & Company' [sscompany.cs@gmail.com](mailto:sscompany.cs@gmail.com) to with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
25. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evotingindia.com](http://www.evotingindia.com). to reset the password.

#### **Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

#### **CDSL e-Voting System – For e-voting and Joining Virtual meetings.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio/visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM 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 Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/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 EGM/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/EGM. 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/EGM 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/EGM has been uploaded on the website of the Company at [www.vvipinfra.com](http://www.vvipinfra.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**THE INTRUCTIONS 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.

- (i) The voting period begins on 17<sup>th</sup> September, 2025 and ends on 19<sup>th</sup> September, 2025. 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 12<sup>th</sup> September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.**

- (iv) 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:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL Depository</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the</p>

	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.
<b>Individual Shareholders holding securities in demat mode with NSDL Depository</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</p> <p>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	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 or joining virtual meeting & voting during the meeting.

**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
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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](http://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](mailto: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; [www.vvipinfra.com](http://www.vvipinfra.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/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. 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.
3. 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/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 Company/RTA email id.

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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

**VOTING AT VENUE:**

**Information and instructions for Voting at Venue:**

26. The facility for voting through Poll Paper would be made available at the AGM Venue and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
27. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
28. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**VOTING RESULT:**

29. The Scrutiniser will, after the conclusion of voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of voting, along with the consolidated Scrutiniser's Report, will be declared in accordance with the applicable provisions of SEBI Regulations, and will be placed on the website of the Company:



[www.vvipinfra.com](http://www.vvipinfra.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) . The result will simultaneously be communicated to the Stock Exchanges.

30. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., **Saturday, September 20<sup>th</sup>, 2025**.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

31. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [cs@vvipinfra.com](mailto:cs@vvipinfra.com)

32. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before **Wednesday, September 10<sup>th</sup> 2025** through e-mail on [cs@vvipinfra.com](mailto:cs@vvipinfra.com). The same will be replied by the Company suitably.

#### **OTHER INFORMATION**

33. Non-resident Indian Members are requested to inform the Registrar and Share Transfer Agent ("RTA") of the Company or to the concerned Depository Participants ("DPs"), as the case may be, immediately:
- (a) the change in the residential status on return to India for permanent settlement
  - (b) the particulars of the bank Account with a Bank in India, if not furnished earlier
34. Members are requested to notify immediately the information regarding change of address and bank particulars to their respective DP/ RTA.
35. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DPs / RTA.

**ANNEXURE – PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT****[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]**

<b>Particulars</b>	<b>Details</b>
<b>Name of Director</b>	Mr. Praveen Tyagi
<b>DIN</b>	00834200
<b>Date of Birth</b>	16/08/1966
<b>Date of Appointment</b>	25/05/2020
<b>Qualification</b>	Diploma in Civil Engineering from DN Polytechnic, Meerut
<b>Experience and Expertise</b>	Mr. Praveen Tyagi, Promoter and Director of the Company and Founder of VVIP Group, is a first-generation entrepreneur with over three decades of rich experience in civil construction, infrastructure, and real estate development.
<b>Nature of her expertise in specific Functional areas</b>	Expertise in civil construction, infrastructure projects, and real estate development with proven entrepreneurial and leadership skills.
<b>Terms and Conditions of Re-appointment</b>	Retire by Rotation
<b>Remuneration last drawn</b>	4,00,000/- P.M.
<b>Remuneration proposed to be paid</b>	5,00,000/- P.M
<b>Shareholding in the Company<sup>9</sup>(No. of Shares &amp; % )</b>	1,05,58,850 Shares & 42.2866%
<b>Directorships held in other Companies</b>	Tyag Landscape Private Limited VVIP Entertainment Private Limited Vibhor Vaibhav Infrahome Private Limited VVIP Infrahome Private Limited Tyag Readymix Private Limited GZB Cricket Association
<b>Number of Meetings of the Board attended during the year 2024-25</b>	15 meetings
<b>Relationship with other Directors / KMP</b>	Mr. Praveen Tyagi is father of Mr. Vaibhav Tyagi & Mr. Vibhor Tyagi
<b>Names of listed entities from which the person has resigned in the past three years</b>	NA

**NOTE:-*****Mr. Praveen Tyagi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.***



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

### **Item No. 3: Approval of Remuneration of Cost Auditor for FY 2025-26**

The Board of Directors of **VVIP Infratech Limited**, on the recommendation of the Audit Committee, has approved the appointment of **M/s Subodh Kumar & Company, Cost Accountants** (Firm Registration No. 104250), as the **Cost Auditors** of the Company for the financial year ending **31st March, 2026**. The said appointment is to carry out the audit of the cost records maintained by the Company as mandated under the provisions of the Companies Act, 2013 and rules framed thereunder.

The remuneration proposed to be paid to the Cost Auditors for the said financial year is **₹75,000/- (Rupees Seventy-Five Thousand only)** plus applicable taxes and reimbursement of out-of-pocket expenses incurred for the purpose of conducting the audit.

In terms of the provisions of **Section 148(3)** of the Companies Act, 2013 read with **Rule 14 of the Companies (Audit and Auditors) Rules, 2014**, the remuneration payable to the Cost Auditor as approved by the Board is required to be ratified by the members of the Company at the General Meeting.

Accordingly, the Board recommends the passing of the resolution set out in **Item No. 3** of the accompanying Notice as an **Ordinary Resolution** for the approval of the members.

**None of the Directors, Key Managerial Personnel (KMPs) or their relatives** are in any way, financially or otherwise, concerned or interested in the said resolution.

### **Item No. 4: Approval of Omnibus Approval Granted by the Board for Related Party Transactions up to ₹200 Crores for the Financial Year 2025-26**

Pursuant to the provisions of **Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and the applicable provisions of the **Companies Act, 2013**, including the relevant rules made thereunder, prior approval of the shareholders by way of an **Ordinary Resolution** is required for entering into **material related party transactions**, i.e., transactions exceeding the threshold limits prescribed under the Listing Regulations, whether individually or taken together with previous transactions during a financial year.

In line with the above, the **Board of Directors of VVIP Infratech Limited**, at its meeting held on **26th May, 2025**, based on the recommendation of the **Audit Committee**, granted an **omnibus approval** for related party transactions up to an aggregate limit of **₹200 Crores** for the financial year **2025-26**. These transactions are proposed to be entered into with related parties of the Company, as defined under the Companies Act, 2013 and SEBI Listing Regulations.

All such transactions shall be undertaken in the **ordinary course of business** and on an **arm's length basis**, and are considered essential for meeting routine and operational business requirements efficiently.

A summary of the key details of the proposed transactions is as follows:

<b>Particulars</b>	<b>Details</b>
<b>Maximum Value of Transactions</b>	Up to ₹200 Crores during FY 2025-26
<b>Nature of Transactions</b>	Sale, purchase, and supply of goods or materials, rendering or availing of services, leasing of property, and such other transactions as may be required in the ordinary course of business
<b>Name(s) of Related Parties</b>	As per the Company's Policy on Related Party Transactions (available on the website of the Company)
<b>Rationale</b>	To ensure smooth and uninterrupted operations by facilitating ongoing business requirements with related parties, conducted at arm's length and in compliance with applicable laws

The Audit Committee has reviewed and approved these transactions after determining that they are in the best interest of the Company and aligned with its Related Party Transactions Policy. The Board of Directors has also reviewed and approved the omnibus limit accordingly.

**None of the Directors, Key Managerial Personnel, or their relatives** are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding or direct/indirect interest in the respective related parties, if any.

The Board recommends the **Ordinary Resolution** set forth in **Item No. 4** of the accompanying Notice for the approval of the members.

**Item No. 5 Regularization of Mrs. Nupur Arora (DIN:11147474) as an Independent Director**

**PROFILE OF DIRECTOR FOR REGULARIZATION AS AN INDEPENDENT DIRECTOR**

**[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]**

Particulars	Details
<b>Name of Director</b>	Mrs. Nupur Arora
<b>DIN</b>	<b>11148474</b>
<b>Date of Birth</b>	13-01-1985
<b>Date of First Appointment</b>	01-07-2025
<b>Qualification</b>	Post graduated (M.COM) and Company Secretary from ICSI
<b>Experience and Expertise</b>	Mrs. Nupur Arora has done Graduation and Post-Graduation in Commerce from C.C.S. University. An accomplished Senior Financial Analyst and Company Secretary (ICSI), Mrs. Nupur Arora brings deep expertise in corporate governance, financial analysis, and regulatory compliance. With strong analytical skills and leadership experience, Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance. Her ability to manage multiple priorities and build strong stakeholder relationships makes her a valuable asset to the Board.
<b>Nature of her expertise in specific</b>	An accomplished Senior Financial Analyst and Company Secretary (ICSI), Mrs. Nupur Arora brings deep expertise in corporate governance, financial analysis, and regulatory compliance. With strong analytical skills and leadership experience, Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance.
<b>Functional areas</b>	Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance.
<b>Terms and Conditions of Appointment/Re-appointment/Regularization</b>	Regularization
<b>Remuneration last drawn</b>	NA
<b>Remuneration proposed to be paid</b>	As per terms & conditions
<b>Shareholding in the Company<sup>9</sup>No. of Shares &amp; % )</b>	NA
<b>Directorships held in other Companies</b>	NA

<b>Chairmanships/Memberships of Committees in other Companies</b>	Member -Audit Committee Member -Stakeholders Relationship Committee Member- Nomination remuneration Committee
<b>Number of Meetings of the Board attended during the year 2024-25</b>	NA
<b>Relationship with other Directors / KMP</b>	NA
<b>Names of listed entities from which the person has resigned in the past three years</b>	NA

*\*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee across all Listed Companies including this company.*

*Mrs. Nupur Arora is not disqualified from being regularization as an Independent Director in terms of Section 164 of the Companies Act, 2013.*

**Item No. 6: Increase in Authorised Share Capital and Alteration of the Memorandum of Association**

The present Authorized Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten only) each.

In order to meet the future business requirements, fund raising, issue of further shares and for other corporate purposes, it is proposed to increase the Authorized Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- each to ₹35,00,00,000/- (Rupees Thirty-Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10/- each.

Consequently, the Capital Clause (Clause V) of the Memorandum of Association of the Company is also required to be amended to reflect the increase in the Authorized Share Capital as stated in the Resolution set out in the Notice.

Pursuant to the provisions of Sections **13, 61 and 64 of the Companies Act, 2013**, the approval of the Members of the Company is required by way of an **Ordinary Resolution** for increasing the Authorized Share Capital and for making the necessary amendment to the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Resolution as set out in the accompanying Notice for the approval of the Members as an Ordinary Resolution.

**Item No. 7 The following Statement sets out all material facts relating to the Special Businesses as set out in Item No. 7 mentioned in the Notice: -**

The Board of directors at its meeting held on August 25, 2025 considered a fund raising proposal for the Company to meet the projected business growth, to augment the long-term resources of the Company for meeting funding requirements of its business activities as internal resources are not adequate to meet all the requirements of the Company's growth plans, for other general corporate

purposes. This would help the Company to take quick and effective action to capitalize on the opportunities, as and when available.

In line with the above, the Company proposes to raise funds aggregating to ₹100 crores, through the issuance of securities, including equity shares or any other equity based instruments (all of which are hereinafter referred to as "Securities"), in one or more tranches and/or one or more issuances simultaneously or otherwise, by way of qualified institutions placement(s) or any other method as may be permitted under applicable laws to the eligible investors through issue of placement document and/or other permissible/ requisite offer documents or other permissible/requisite documents/writings/circulars/memoranda to the eligible person(s), including qualified institutional buyers (as defined in Regulation (1) (ss) of the SEBI ICDR Regulations) in such a manner as prescribed under the applicable regulations. The proposed special resolution seeks the enabling authorisation of the members of the Company to the Board, without the need of any further approval from the members, to issue and allot Securities in accordance with applicable laws.

Accordingly, the Board, at its meeting held on August 25, 2025, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board/its duly constituted committee at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the Lead Manager(s) and/or other advisor(s) appointed in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Board (including any duly authorized committee thereof) may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The proceeds of the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Securities allotted would be listed on the SME Platform of BSE Limited (hereinafter referred as the "Stock Exchange") where the Equity Shares of the Company are listed. The issue and allotment would be subject to the availability of regulatory approvals, if any.

In case the Issue is made through a qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable. Further, no allotment shall be made, either directly or indirectly to any QIB who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law, on the price determined pursuant to the SEBI ICDR Regulations. The Company may, in accordance with applicable law, and in consultation with the Lead Manager(s) offer a discount, of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations. The 'Relevant Date' for this purpose would be the date when the Board or a duly authorized committee of the Board decides to open the qualified institutions placement for subscription.

The special resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, qualified institutions buyers and/or individuals or otherwise as the Board in its absolute discretion deem fit. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the Securities in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board/ its duly constituted committee, in accordance with the SEBI ICDR Regulations and such other applicable laws, in

consultation with Lead Manager(s) and/or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company, considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Further, the Company is yet to identify the investor(s), decide the quantum of Securities to be issued to them, and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Further, Section 62(1)(c) of the Act provides that, inter-alia, such further Equity Shares may be offered to any persons, whether or not such persons are existing holders of equity shares of the company as on the date of offer, by way of a Special Resolution passed to that effect by the members of the Company. Accordingly, consent of the members is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act and in terms of the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 to issue and allot Securities as stated in the Special Resolution.

The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company pursuant to QIP, shall rank, in all respects, *pari-passu* with the existing Equity Shares of the Company.

*Change in Control:* There would be no change in control pursuant to the said issue of Securities. The Securities will be offered and issued to such Investors including QIBs who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines.

The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Securities allotted as above would be listed on the Stock Exchanges. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The approval of the members is being sought to enable the Board to decide on the issuance of Securities, to the extent and in the manner stated in the special resolution, without the need for any fresh approval from the members of the Company in this regard.

If the Issue is made through a QIP, the Promoters will not participate in the Issue. Further, none of the directors or key managerial personnel or promoters intend to participate or subscribe to Securities in the Issue.

None of the directors or key managerial personnel of the Company, or their respective relatives, is concerned or interested, financially or otherwise, except their shareholding, if any, in the Company, in the resolution of this Notice.

This Notice does not constitute an offer or invitation or solicitation of an offer of securities to the public within or outside India. Nothing in this notice constitutes an offer of securities for sale or solicitation in any jurisdiction in which such offer or solicitation is not authorized or where it is unlawful to do so.

The proposed Issue is in the interest of the Company and the Board recommends the resolution set out in this Notice for the approval of the members as a special resolution.