

VVIP INFRATECH LIMITED

(Formerly known as Vibhor Vaibhav Infra Private Limited)

CIN : L45201UP2001PLC136919



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the (01/2026-27) Extra Ordinary General Meeting of the Members of VVIP Infratech Limited will be held on Wednesday on 18th November, 2026 at 03:00PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")], to transact the following businesses:

Special Business:

ITEM NO. 1: ISSUANCE OF UPTO 72,04,200 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER GROUP ON A PREFERENTIAL ISSUE.

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) (the "Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the "Listing Regulations") and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including SME platform of BSE Limited ("Stock Exchange"), RBI and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the "Board") of the Company in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto 72,04,200 (Seventy Two Lakhs Four Thousand Two Hundred) convertible warrants ("Warrants"), at a price of ₹137/- (Rupees One Hundred Thirty Seven Only) per warrant, aggregating upto ₹98,69,75,400/- (Rupees Ninety Eight Crores Sixty Nine Lakhs Seventy Five Thousand Four Hundred Only) ("Total Issue Size"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10/- (Rupees Ten Only), each at a premium of ₹127/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to promoter and non-promoter group of the Company on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

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S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Vibhor Tyagi	Promoter	20,68,200
2.	Vaibhav Tyagi	Promoter	20,68,200
3.	Suman Tyagi	Promoter Group	20,68,200
4.	Bhagwan Singh Chodhary HUF	Non-Promoter	2,16,600
5.	Securocrop Securities India Private Limited	Non-Promoter	1,99,800
6.	Sangeeta Pareekh	Non-Promoter	1,50,000
7.	Amit Rastogi	Non-Promoter	99,600
8.	Saket Aggarwal	Non-Promoter	99,600
9.	Rohit Gupta HUF	Non-Promoter	99,600
10.	Aryan Malik	Non-Promoter	49,800
11.	Piyush Gupta	Non-Promoter	49,800
12.	Rakesh Kumar Bansal	Non-Promoter	34,800
Total			72,04,200

“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI ICDR Regulations the “Relevant Date” for the purpose of calculating the minimum issue price for the issue of warrants be and is hereby fixed as Monday, October 19, 2026, being 30 days prior to the date of Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, November 18, 2026.”

“RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”

“RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

1. The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

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2. A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
3. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
4. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
5. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
6. The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations.
7. The Warrants itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).”

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“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and Company Secretary cum Compliance Officer are hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the concerned Registrar of Companies (“ROC”), National Securities Depository Limited (“NSDL”), Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and Company Secretary cum Compliance Officer are hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

Date : 22nd October, 2026

Place: Ghaziabad

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

By Order of the Board of Directors

VVIP INFRATECH LIMITED

Sd/-

Kanchan Aggarwal

Company secretary cum Compliance Officer

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Notes to EGM

1. Pursuant to the provisions of the Act and Rules made thereunder, the SEBI Listing Regulations read with circulars issued by the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020 in conjunction with Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 (hereinafter collectively referred to as MCA Circulars) and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (SEBI Circulars) (collectively referred to as the Circulars), Companies are allowed to hold EGM through VC/OAVM, without the physical presence of the Members at a common venue and also to send the Notice of EGM in electronic mode to those Members whose email addresses are registered with the company/depositories. Hence, in compliance with the aforesaid Circulars, the EGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the said EGM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) and the rules made thereunder in respect of businesses to be transacted at the Extraordinary General Meeting ("EGM"), as set out under Item No. 1 above is annexed herewith to this notice.
3. The attendance of the members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map of EGM are not annexed to this Notice. However, Institutional/Corporate Members are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and cast their votes through e-voting. Institutional/Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, to Scrutinizer at with a copy marked to sscompany.cs@gmail.com and helpdesk.evoting@cdslindia.com
4. The Members can join the EGM 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 EGM 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,

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Nomination and Remuneration Committee, Stakeholders Relationship Committee and other Committees, as applicable and Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. In accordance with the aforesaid Circulars, the Notice of the EGM has been sent only through electronic mode to the members who have registered their e-mail addresses with the Company/Depository Participants/ Company's Registrar and Transfer Agent (RTA). The Notice of EGM is also available on the Company's website at www.vvipinfra.com and on the website of the Stock Exchanges, i.e. BSE Limited (BSE) at www.bseindia.com.

6. Registration of e-mail ID:

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").

Physical mode can register their email ID with the Company or our RTA Maashitla securities Private Limited. Requests can be emailed rtabackoffice@maashitla.com

7. 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 EGM. 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.
8. All documents referred to in the Notice and Explanatory Statement will be available for inspection by the members, without any fees in electronic mode from the date of circulation of this Notice up to the date of the EGM. Members who wish to inspect the register are requested to write to the Company by sending e-mail to cs@vvipinfra.com
9. 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 EGM.

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.

Commencement of e-voting:	From 9.00 a.m. (IST) on November 15th, 2026 on Sunday
End of e-voting:	Up to 5.00 p.m. (IST) on November 17th, 2026 on Tuesday
E-voting shall not be allowed beyond November 17th, 2026.	

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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 **November 11th, 2026**. 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. **November 11th, 2026**.

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) or through the Poll Paper at the EGM by following the procedure mentioned in the notice convening the Meeting, which is available on the website of the company.

10. The Board of Directors has appointed **M/s. Sagar Saxena & Company, Practicing Company Secretary, having Membership No. F12936 and COP No. 21615** as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during the EGM in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the EGM, unblock the votes cast through remote e-Voting (votes cast during the EGM and votes cast prior to the EGM) and make consolidated Scrutiniser's Report and submit the same to the Chairperson. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.vvipinfra.com and the website of our E-Voting Service Provider (ESP) www.evotingindia.com immediately. The result will simultaneously be communicated to the stock exchanges where the shares of the company are listed.
11. 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.
12. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrars and Share Transfer Agents enclosing their share certificates to enable consolidation of their shareholdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
13. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number (PAN) either at the time of opening of the account or subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card (with original PAN Card for verification), so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated May 20, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by

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them in electronic form and to the Company/ Company's Registrar & Share Transfer Agent (RTA)- in case the shares are held by them in physical in form Form ISR – 1 and other forms pursuant to SEBI Circular dated 3rd November, 2021.

15. Members may please note that SEBI vide Circular dated 25th January, 2022 has mandated the listed companies to issue securities only in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim for unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.vvipinfra.com.
16. The Company is in compliance with the SEBI circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, read with other relevant circulars regarding Online Dispute Resolution ("ODR") and the weblink for the same is made available on the website of the Company at www.vvipinfra.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM:

17. 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 EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
18. 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 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 will be provided by CDSL.
19. The Members can join the EGM 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 EGM 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,

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Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

20. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
21. 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 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 EGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.vvipinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
23. The 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.
24. 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 EGMs are due in the Year 2023 or 2024, to conduct their EGMs 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 INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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

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

- (i) **The voting period begins on Sunday on 15th November, 2026 at 09:00 A.M. and ends on Tuesday on 17th November, 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11TH November, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

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- (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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

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	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting</p>



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	<p>period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com 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.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">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.

- (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 VVIP INFRATECH LIMITED 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.

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

1. The procedure for attending meeting & e-Voting on the day of the 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 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 at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (cs@vvipinfra.com). The shareholders who do not wish to speak during the eGM but have queries may send their queries in advance **10 days prior to meeting** mentioning

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their name, demat account number/folio number, email id, mobile number at (cs@vvipinfra.com). 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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 cs@vvipinfra.com and rtabackoffice@maashitla.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

Date : 22nd October, 2026
Place: Ghaziabad

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

By Order of the Board of Directors
VVIP INFRATECH LIMITED

Sd/-

Kanchan Aggarwal
Company secretary cum Compliance Officer

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EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 01 of the accompanying Notice dated October 22, 2026:

ITEM NO. 1: ISSUANCE OF UPTO 72,04,200 WARRANTS CONVERTIBLE INTO EQUITY SHARES TO THE PERSONS BELONGING TO PROMOTER AND NON-PROMOTER CATEGORY, ON A PREFERENTIAL BASIS

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI ICDR Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority approval of shareholders of the Company by way of special resolution is required to issue Convertible Warrants into Equity Shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board at their meeting held on Thursday, October 22, 2026 have, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, upto 72,04,200 (Seventy Two Lakhs Four Thousand Two Hundred) convertible warrants ("**Warrants**"), at a price of ₹137/- (Rupees One Hundred Thirty Seven Only) per warrant, aggregating upto ₹98,69,75,400/- (Rupees Ninety Eight Crores Sixty Nine Lakhs Seventy Five Thousand Four Hundred Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10/- (Rupees Ten Only), each at a premium of ₹127/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("**Warrant Holder**" / "**Proposed Allottees**") belonging to promoters and non-promoter group of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws as mentioned in the resolution No.1

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S. No.	Name of the proposed allottee	Category	No. of Warrants to be allotted
1.	Vibhor Tyagi	Promoter	20,68,200
2.	Vaibhav Tyagi	Promoter	20,68,200
3.	Suman Tyagi	Promoter Group	20,68,200
4.	Bhagwan Singh Chodhary HUF	Non-Promoter	2,16,600
5.	Securocrop Securities India Private Limited	Non-Promoter	1,99,800
6.	Sangeeta Pareekh	Non-Promoter	1,50,000
7.	Amit Rastogi	Non-Promoter	99,600
8.	Saket Aggarwal	Non-Promoter	99,600
9.	Rohit Gupta HUF	Non-Promoter	99,600
10.	Aryan Malik	Non-Promoter	49,800
11.	Piyush Gupta	Non-Promoter	49,800
12.	Rakesh Kumar Bansal	Non-Promoter	34,800
Total			72,04,200

b. Kinds of securities offered and the price at which security is being offered:

The Company proposes to offer, issue and allot, in one or more tranches, upto 72,04,200 (Seventy Two Lakhs Four Thousand Two Hundred) convertible warrants into equity shares ("Warrants"), at a price of ₹137/- (Rupees One Hundred Thirty Seven Only) per warrant, aggregating upto ₹98,69,75,400/- (Rupees Ninety Eight Crores Sixty Nine Lakhs Seventy Five Thousand Four Hundred Only) ("Total Issue Size") by way of a Preferential Issue.

c. Objects of the Issue:

The Company intends to utilize the proceeds raised through issue of Convertible Warrants into equity shares on preferential basis towards the following objects:

Sl. No.	Nature of utilization	Total estimated amount to be utilised for each of the Objects of the Preferential Issue (₹ in Crores)
1	Working Capital Requirements	50.00
2	Investment in VVIP Realtech Private Limited, Subsidiary of the Company, by way of Subscription to further Issue of Capital	30.00
3	General Corporate Purpose*	18.70
Total		98.70

*Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.

The proceeds from the Preferential Issue shall be utilised in the manner as specified above, prior to the end of 1 (One) years from the date of receipt of proceeds from the Preferential Issue.

The aforementioned objects are based on management estimates and various technical, commercial

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and other factors which may not be within the control of the Company. The amount deployed towards any object and timing of its utilization as stated above may be modified at the discretion of the Board or its duly authorized committee, subject to compliance with applicable law.

Further, in terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amounts specified for the objects may deviate +/-10% (ten per cent) as the fund requirements are based on management estimates, market conditions, business needs and other commercial and technical factors and the actual deployment of funds at each stage and the proposed utilization schedule will depend on a number of factors such as financial, market and sectoral conditions, business performance and strategy, and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the net proceeds at the discretion of the Board (or a committee thereof), subject to compliance with applicable laws.

Interim Use of Proceeds from the Preferential Issue: Pending utilisation of the proceeds from the Preferential Issue, the Company may, in accordance with applicable laws and the policies approved by the Board from time to time, invest such proceeds: (a) in Government securities, treasury bills, money market instruments, debt market instruments (including liquid funds and mutual funds); (b) in deposit with scheduled commercial banks; (c) in any other instruments as may be permitted under applicable law; or (d) make any other investment as permitted under applicable law.

d. Maximum number of securities to be issued and price at which securities being offered:

The Company proposes to offer, issue and allot, in one or more tranches, upto 72,04,200 (Seventy Two Lakhs Four Thousand Two Hundred) convertible warrants into equity shares ("**Warrants**"), at a price of ₹137/- (Rupees One Hundred Thirty Seven only) per warrant, aggregating upto ₹98,69,75,400/- (Rupees Ninety Eight Crores Sixty Nine Lakhs Seventy Five Thousand Four Hundred Only) ("**Total Issue Size**") by way of a Preferential Issue.

The price for the allotment of securities to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹136.78/- (Rupees One Hundred Thirty Six and Seventy Eight Paise Only) per Convertible Warrant.

e. Basis on which the price has been arrived along with report of the registered valuer:-

The Equity shares of the Company are listed on SME platform of BSE Limited ("**BSE**") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the Convertible Warrants shall be issued not less than higher of the following:

1. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹135.05/- per Convertible Warrants;
- or
2. The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹136.78/- per Convertible Warrants.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the



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

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Company, to the allottees and allottees acting in concert, the pricing of Convertible Warrants to be allotted shall be higher of the following parameters:

1. Price determined as per the provisions of Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which are ₹136.78/- per Convertible Warrants
or
2. Price determined as per provisions of Regulation 166A (1) of the SEBI ICDR Regulations which is ₹126.23/- per Convertible Warrants.

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹136.78/- per Convertible Warrants. The issue price is ₹137/- (Rupees One Hundred Thirty-Seven only) per Convertible Warrants, which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of EGM and uploaded on the website of the Company i.e. <https://vvipinfra.com/wp-content/uploads/2026/10/Valuation-Report VVIP Infratech.pdf>

f. Relevant Date with reference to which the price has been arrived at:

The relevant date as per Regulation 161 of SEBI ICDR Regulations, for determination of minimum issue price for the issue of warrant is hereby fixed as Monday, October 19, 2026, being 30 days prior to the date of Extra-Ordinary General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, November 18, 2026.

g. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

Except as follows, none of the promoters, directors, key management personnel or senior management of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottee	Promoter/ Director/ KMP	Number of warrants to be issued
1	Vibhor Tyagi	Promoter and Whole Time Director	20,68,200
2	Vaibhav Tyagi	Promoter and Managing Director	20,68,200
3	Suman Tyagi	Promoter Group	20,68,200

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h. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

The Equity Shares allotted pursuant to conversion of Warrants shall be issued and allotted by the Company in dematerialized form to the proposed Allottee(s) within a period of 15 (fifteen) days from the date on which the Allottee(s) had exercised his/their rights to convert the Warrants which will be within the tenure of 18 (Eighteen) months from date of allotment of Warrants.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter and Promoter Group' & 'Non-Promoters' is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Warrants to Be Allotted	Post-Issue shareholding (Post Preferential allotment)	
		No. of equity shares held	% of Shares*		No. of equity shares held	% of Shares**
A	Promoter & Promoter Group Shareholding					
A1	Indian Promoter	1,71,32,300	68.61%	62,04,600	2,33,36,900	72.53%
A2	Foreign Promoter	-	-	-	-	-
	Sub Total (A)	1,71,32,300	68.61%	62,04,600	2,33,36,900	72.53 %
B	Public Shareholding					
B1	Institutions (Domestic)	12,97,200	5.20%	-	12,97,200	4.03%
B2	Institutions (Foreign)	19,200	0.08%	-	19,200	0.06%
B3	Central Government/ State Government(s) / President of India	-	-	-	-	-
B4	Non-Institutions					

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	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	27,29,640	10.93%	-	27,29,640	8.48%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	20,78,100	8.32%	4,83,600	25,61,700	7.96%
B5	Non Resident Indians	3,56,200	1.43%	-	3,56,200	1.11%
B6	Bodies Corporate	7,17,100	2.87%	1,99,800	9,16,900	2.85%
B7	Any Other (specify)	6,39,960	2.56%	3,16,200	9,56,160	2.97%
	Sub Total B= B1+ B2+B3+B4+B5 +B6+B7	78,37,400	31.39%	9,99,600	88,37,000	27.47 %
	Total Shareholding(A+B)	2,49,69,700	100.00%	72,04,200	3,21,73,900	100.00 %

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹24,96,97,000 (Twenty Four Crore Ninety Six Lakhs Ninety Seven Thousand only) divided into 2,49,69,700 (Two Crore Forty-Nine Lakhs Sixty-Nine Thousand Seven Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

***These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹32,17,39,000 (Thirty Two Crore Seventeen Lakhs Thirty Nine Thousand only) divided into 3,21,73,900 (Three Crore Twenty One Lakhs Seventy Three Thousand Nine Hundred only) Equity Shares of ₹10/- (Rupees Ten Only) each.*

j. Consequential Changes in the control and change in management.

There will not be any change in the Composition of the Board, the existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholding of the Promoters & Promoters Group consequent to preferential allotment.

k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year the Company has not made any allotments on a preferential basis till date.

l. Principle terms of assets charged as securities.

Not applicable.

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m. Material terms of raising such securities

The Equity shares being issued after the conversion of such convertible warrants shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period & Transferability

The equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

o. The current and proposed status of the allottee(s) post Preferential Issue:

Sl. No.	Name of Allottee	Current Status	Post Status
1	Vibhor Tyagi	Promoter	Promoter
2	Vaibhav Tyagi	Promoter	Promoter
3	Suman Tyagi	Promoter Group	Promoter Group
4	Bhagwan Singh Chodhary HUF	Non- Promoter	Non- Promoter
5	Securocrop Securities India Private Limited	Non- Promoter	Non- Promoter
6	Sangeeta Pareekh	Non- Promoter	Non- Promoter
7	Amit Rastogi	Non- Promoter	Non- Promoter
8	Saket Aggarwal	Non- Promoter	Non- Promoter
9	Rohit Gupta HUF	Non- Promoter	Non- Promoter
10	Aryan Malik	Non- Promoter	Non- Promoter
11	Piyush Gupta	Non- Promoter	Non- Promoter
12	Rakesh Kumar Bansal	Non- Promoter	Non- Promoter

p. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (q) below.

q. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

S r. N o.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants to be issued	Post- Issue Shareholding#	
				No. of Shares	% of holding*		No. of Shares	% of holding*
1.	Vibhor Tyagi	Promoter	Not Applicable	32,51,625	13.02%	20,68,200	53,19,825	16.53%
2.	Vaibhav Tyagi	Promoter	Not Applicable	32,51,225	13.02%	20,68,200	53,19,425	16.53%

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3.	Suman Tyagi	Promoter Group	Not Applicable	38,500	0.15%	20,68,200	21,06,700	6.55%
4.	Bhagwan Singh Chodhary HUF	Non-Promoter	Bhagwan Singh Chodhary	0.00	0.00%	2,16,600	2,16,600	0.67%
5.	Securocap Securities India Private Limited	Non-Promoter	Dinesh Pareekh	1,29,100	0.52%	1,99,800	3,28,900	1.02%
6.	Sangeeta Pareekh	Non-Promoter	Not Applicable	1,30,000	0.52%	1,50,000	2,80,000	0.87%
7.	Amit Rastogi	Non-Promoter	Not Applicable	11,901	0.03%	99,600	99,600	0.31%
8.	Saket Aggarwal	Non-Promoter	Not Applicable	0.00	0.00%	99,600	99,600	0.31%
9.	Rohit Gupta HUF	Non-Promoter	Rohit Gupta	0.00	0.00%	99,600	99,600	0.31%
10.	Aryan Malik	Non-Promoter	Not Applicable	0.00	0.00%	49,800	49,800	0.15%
11.	Piyush Gupta	Non-Promoter	Not Applicable	0.00	0.00%	49,800	49,800	0.15%
12.	Rakesh Kumar Bansal	Non-Promoter	Not Applicable	0.00	0.00%	34,800	34,800	0.11%

**These percentages have been calculated on the basis of pre-preferential share capital of the Company i.e. ₹24,96,97,000 (Twenty Four Crore Ninety Six Lakhs Ninety Seven Thousand only) divided into 2,49,69,700 (Two Crore Forty-Nine Lakhs Sixty-Nine Thousand Seven Hundred) Equity Shares of ₹10/- (Rupees Ten Only) each.*

***These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹32,17,39,000 (Thirty Two Crore Seventeen Lakhs Thirty Nine Thousand only) divided into 3,21,73,900 (Three Crore Twenty One Lakhs Seventy Three Thousand Nine Hundred only) Equity Shares of ₹10/- (Rupees Ten Only) each.*

The post-issue fully diluted shareholding has been calculated on the assumption that 72,04,200 convertible warrants (convertible in the ratio of 1:1) will be converted into equity shares.

Note: The post holding may vary depending upon any other corporate action in between.

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r. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue

Sr. No.	Name of proposed allottees	Percentage of post preferential issue * & #
1.	Vibhor Tyagi	16.53%
2.	Vaibhav Tyagi	16.53%
3.	Suman Tyagi	6.55%
4.	Bhagwan Singh Chodhary HUF	0.67%
5.	Securocrop Securities India Private Limited	1.02%
6.	Sangeeta Pareekh	0.87%
7.	Amit Rastogi	0.31%
8.	Saket Aggarwal	0.31%
9.	Rohit Gupta HUF	0.31%
10.	Aryan Malik	0.15%
11.	Piyush Gupta	0.15%
12.	Rakesh Kumar Bansal	0.11%

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis i.e. ₹32,17,39,000 (Thirty Two Crore Seventeen Lakhs Thirty Nine Thousand only) divided into 3,21,73,900 (Three Crore Twenty One Lakhs Seventy Three Thousand Nine Hundred only) Equity Shares of ₹10/- (Rupees Ten Only) each.*

The post-issue fully diluted shareholding has been calculated on the assumption that 72,04,200 convertible warrants (convertible in the ratio of 1:1) will be converted into equity shares.

s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable, since the proposed allotment of Warrants will be made on cash basis.

t. Amount which the company intends to raise by way of such securities:

Aggregating up to ₹98,69,75,400/- (Rupees Ninety-Eight Crores Sixty-Nine Lakhs Seventy-Five Thousand Four Hundred Only).

u. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretaries certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website https://vvipinfra.com/wp-content/uploads/2026/10/Annexure-V_certified.pdf

v. Other disclosures/Undertaking

- The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

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- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.
- xii. In accordance with the proviso to Regulation 280(2) of the SEBI ICDR Regulations, the Company hereby confirms that, upon its paid-up share capital exceeding ₹25 crore pursuant to this preferential issue, it shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as are applicable to companies listed on the Main Board of the stock exchange(s), without effecting any migration from the SME Exchange to the Main Board.

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The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 1 as Special Resolution for your approval.

Except the Proposed Allottees, none of the promoters, directors and key managerial personnel of the Company in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of the Notice except to the extent of their respective shareholding in the Company, if any.

Date : 22nd October, 2026

Place: Ghaziabad

By Order of the Board of Directors

VVIP INFRATECH LIMITED

Sd/-

Kanchan Aggarwal

Company secretary cum Compliance Officer

Registered Office:-

Fifth floor, VVIP Style Mall

Rajnagar extension, Ghaziabad, 201017

