VVIP INFRATECH LIMITED

(Formerly known as Vibhor Vaibhav Infra Private Limited)

CIN : L45201UP2001PLC136919

VVIP

To, **Dated-04th September, 2026**

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

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

Sub: Notice of the 25th Annual General Meeting of VVIP Infratech Limited (the Company) for FY 2025-26 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the **25th Annual General Meeting ("AGM") of the Members of VVIP Infratech Limited ("the Company")** will be held on **Monday, 28th September, 2026 at 03:00 P.M.** through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**, in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company will be conducting the AGM through VC/OAVM facility without the physical presence of the Members at a common venue.

The Notice convening the 25th AGM, together with the **Annual Report of the Company for the financial year ended 31st March, 2026**, is being dispatched electronically to the Members of the Company whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent, as applicable, in accordance with the applicable regulatory requirements.

The Company has provided the facility of **remote e-voting and e-voting during the AGM** to enable the Members to cast their votes electronically on the resolutions proposed to be transacted at the AGM.
The details of the AGM and e-voting are as follows:

Particulars	Details
Date of AGM	Monday, 28th September, 2026
Time	03:00 P.M.
Mode of AGM	Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
Cut-off Date for determining eligibility to vote	21st September, 2026
Remote e-voting starts on	25th September, 2026 at 09:00 AM
Remote e-voting ends on	27th September, 2026 at 05:00PM
E-voting during AGM	Members attending the AGM through VC/OAVM and who have not cast their vote through remote e-voting shall be entitled to vote during the AGM

The Notice of the 25th AGM and the Annual Report for the financial year 2025-26 will also be made available on the website of the Company at https://vvipinfra.com/wp-content/uploads/2026/09/Notice_of_25th_AGM_VVIPIL_2025-26-2.pdf

The Members will be provided with the facility to attend the AGM through VC/OAVM and participate in the proceedings of the AGM. The detailed procedure for attending the AGM, registering as a speaker, casting votes through remote e-voting and e-voting during the AGM is provided in the Notice of the 25th AGM.

The above information is also being made available on the website of the Company.

You are requested to kindly take the above information on record.
Thanking you,

FOR & BEHALF OF
VVIP INFRATECH LIMITED

KANCHAN AGGARWAL
Digitally signed by KANCHAN AGGARWAL
Date: 2026.09.04 11:32:36 +05'30'

Kanchan Aggarwal
Company Secretary Cum Compliance Officer
Membership No. A70481

Enclosed Below: Notice of 25th Annual General Meeting

NOTICE OF 25th ANNUAL GENERAL MEETING

Notice is hereby given that the *25th* Annual General Meeting of the Members of VVIP Infratech Limited will be held on Monday, 28th September 2026, 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, 2026**

   To receive, consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon.

2. **Re-appointment of Mr. Vibhor Tyagi (DIN: 01797579), Whole Time Director liable to retire by rotation**

   To consider and approve the re-appointment of Mr. Vibhor Tyagi (DIN: 01797579), Whole Time Director of the Company, who is liable to 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. **Ratification of Remuneration of the Cost Auditor for the Financial Year 2026-27**

   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**, reviewed and recommended by Audit Committee and 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, 2027, be and is hereby ratified and confirmed."

   "**RESOLVED FURTHER THAT** any of the Executive Board of Directors of the Company and the Company Secretary cum Compliance Officer be and are hereby jointly and 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. **Approval of Material Related Party Transactions for the Financial Year 2026–27**

To consider and, if thought fit, to pass with or without modification(s), 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, Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, applicable circulars issued by SEBI, and subject to such statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded to the Company to enter into and/or continue to enter into Material Related Party Transaction(s), whether by way of contract(s), arrangement(s) and/or transaction(s), with the Related Party(ies), as set out in the Explanatory Statement annexed hereto, during the Financial Year 2026–27, for an aggregate value not exceeding **₹100 Crores**, on such terms and conditions as may be agreed between the parties and in the best interest of the Company."

"RESOLVED FURTHER THAT the any of Executive Board of Directors of the Company (including any Committee thereof and any Company Secretary cum Compliance Officer duly authorized by the Board) be and is hereby authorized (Jointly and Severally) to finalize the terms and conditions of such transaction(s), execute all necessary agreements, documents, writings and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Mr. Adarsh Rastogi as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and based on the recommendation of the Board of Directors of the Company, Mr. Adarsh Rastogi (DIN: 07775565), who has submitted the requisite declaration of independence and who meets the criteria for independence as provided under Section 149(6) of the Act and the applicable provisions of the SEBI Listing Regulations, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office "for a term of five consecutive years commencing from 28th September 2026 and ending on 27th September 2031(both days inclusive)"."

"**RESOLVED FURTHER THAT** any of the Executive Board of Directors of the Company be and/or the company secretary cum compliance officer of the company, is hereby authorised severally to do all such acts, deeds, matters and things and execute such documents, filings and writings as may be necessary, proper or expedient to give effect to this resolution."

6. **<u>To Consider and Approve the Modification and Updating of the Articles of Association of the Company to Align with the Existing Business Activities and Future Prospects of the Company</u>**

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to adopt the modified and revised set of Articles of Association of the Company, as placed before the meeting and initialled by the Chairman for the purpose of identification, in substitution for and to the entire exclusion of the existing Articles of Association of the Company, so as to suitably enhance, elaborate, detail and align the existing provisions thereof with the existing business activities, future business prospects and requirements of the Company.

"**RESOLVED FURTHER THAT** the aforesaid modifications to the Articles of Association are intended to enhance, elaborate, detail, clarify and suitably align the existing provisions of the Articles of Association with the existing business activities, future business prospects and requirements of the Company and **shall not introduce any provision which alters the fundamental nature of the existing Articles of Association or result in any change in the existing rights, privileges, entitlements or obligations of the Members of the Company or adversely affect the interests of the existing shareholders, investors or other stakeholders of the Company**, except to the extent required for giving effect to such modifications and complying with applicable laws.

"**RESOLVED FURTHER THAT** the modified and revised Articles of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, shall be the Articles of Association of the Company with effect from the date of passing of this Special Resolution and upon obtaining such approvals, if any, as may be required under applicable law.

"**RESOLVED FURTHER THAT** any of the Executive Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents and writings, and file the necessary forms and returns with the Registrar of Companies, the Stock Exchange(s), and such other authorities as may be required, and to take all such actions as may be necessary, proper or expedient to give effect to this Special Resolution."

7. **To Adopt Modifications to the Memorandum of Association of the Company to Align the Existing Objects with the Existing Business Activities and Future Prospects of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to adopt the modified and revised set of Memorandum of Association of the Company, as placed before the meeting and initialled by the Chairman for the purpose of identification, in substitution of and to the entire exclusion of the existing Memorandum of Association of the Company, so as to align the Objects Clause thereof with the existing business activities and future business prospects of the Company.

"RESOLVED FURTHER THAT the aforesaid modifications to the Memorandum of Association are intended solely to suitably align and update the Objects Clause of the Company with its existing business activities and future business prospects and shall **not result in any change in the existing rights, privileges, entitlements or obligations of the Members of the Company and shall not adversely affect the interests of the existing shareholders/investors or other stakeholders of the Company**, except to the extent required for giving effect to such modifications and complying with applicable laws."

"RESOLVED FURTHER THAT the modified and revised Memorandum of Association, as placed before the meeting and initialled by the Chairman for the purpose of identification, shall be the Memorandum of Association of the Company with effect from the date of passing of this Special Resolution and upon obtaining such approvals, if any, as may be required under applicable law."

"RESOLVED FURTHER THAT any of Executive Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, execute all such documents and writings, and file the necessary forms and returns with the Registrar of Companies, the Stock Exchange(s), and such other authorities as may be required, and to take all such actions as may be necessary, proper or expedient to give effect to this Special Resolution."

8. **Ratification of Remuneration of Secretarial Auditor**

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and in accordance with the applicable provisions of the Companies Act, 2013, the remuneration

payable to **M/s. Sagar Saxena & Company, Practicing Company Secretary, having Membership No. F12936 and COP No. 21615,** appointed by the Board of Directors at its meeting held on **27 May 2026** to conduct the Secretarial Audit of the Company for the Financial Year 2025-26, at a remuneration of **₹50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses**, as approved by the Board, be and is hereby **ratified by the Members**."

"RESOLVED FURTHER THAT the Executive Board of Directors of the Company be and Company Secretary cum Compliance Officer and is hereby authorised Jointly or severally to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution.

Date : 4th September, 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

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 8 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. Pursuant to the applicable provisions of the Companies Act, 2013, the Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with the other applicable MCA Circulars, the 25th AGM of the Company is being convened through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. The AGM shall be conducted in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and the applicable MCA/SEBI circulars.

3. Since the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by Members under Section 105 of the Act is not available for this AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Members who have already cast their vote by remote e-voting may attend the AGM through VC/OAVM but shall not be entitled to cast their vote again during the AGM. Members who have not cast their vote through remote e-voting and who are otherwise eligible to vote shall be entitled to vote during the AGM through the e-voting facility provided by CDSL

5. Members may attend and participate in the AGM through VC/OAVM using the login credentials and procedure provided in the Notice and/or the e-mail communication sent by the Company. Members are requested to carefully read the instructions for joining the AGM through VC/OAVM and participating in the e-voting process.

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. **21st September, 2026**, 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 **22nd September, 2026** to **September 28th, 2026** (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.

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For members holding shares in physical mode-please provide necessary details like Folio No, Name of shareholder by email 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

The electronic copy of the Annual Report including Notice of the 25th 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

12. Electronic Dispatch of Annual Report and Notice of AGM
Pursuant to the provisions of Section 20 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI), the Notice convening the 25th Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025–26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depository Participants.

The Notice of the AGM and the Annual Report for the Financial Year 2025–26 are also available on the Company's website at www.vvipinfra.com, on the website of BSE Limited at www.bseindia.com, and on the website of the e-voting agency.

Members who have not yet registered or updated their e-mail address are requested to register the same with their respective Depository Participants, if the shares are held in dematerialised form, or with the Company's Registrar and Share Transfer Agent, if the shares are held in physical form, to receive all future communications electronically.

Members who wish to obtain a copy of the Annual Report may send their request to cs@vvipinfra.com, (mailto:cs@vvipinfra.com), and the same will be provided electronically.

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 are requested to keep their DP id and Client id for Identification and verification purposes.

19. Members are requested to join the AGM through VC/OAVM using the login credentials and procedure provided in the Notice. Members are also requested to keep their valid identification and requisite details readily available for verification, if required, during the AGM.

20. The route map and physical venue details are not required as the AGM is being conducted through VC/OAVM.
So, the deemed venue for the AGM shall be the Registered Office of the Company. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of determining the quorum under Section 103 of the Act.

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.28th September, 2026.***

23. **<u>Voting through electronic means:</u>**
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.

Commencement of e-voting:	**From 9.00 a.m. (IST)on September 25th, 2026 on Friday**
End of e-voting:	**Up to 5.00 p.m. (IST)on September 27th, 2026 on Sunday**
E-voting shall not be allowed beyond September 27th ,2026.	

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 21st, 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. **September 21st, 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 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 to with a copy marked to 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. 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. In compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and **General Circular No. 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA"), read with General Circular Nos. 20/2020 dated 5th May, 2020, 02/2022 dated 5th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024**, and other applicable circulars issued by the MCA and Securities and Exchange Board of India, the 25th Annual General Meeting of the Company will be held through **Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")**, without the physical presence of Members at a common venue.

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. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited of India Limited at www.bseindia.com. The AGM Notice is also

disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e.www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with The Ministry of Corporate Affairs (MCA), through General Circular No. 03/2025 dated 22 September 2025, has extended the facility for companies to hold their Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conference (VC) or Other Audio-Visual Means (OAVM) until further orders.

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 through VC or OAVM.
The Ministry of Corporate Affairs (MCA), through General Circular No. 03/2025 dated 22 September 2025, has extended the facility for companies to hold their Annual General Meetings (AGMs) and Extraordinary General Meetings (EGMs) through Video Conference (VC) or Other Audio-Visual Means (OAVM) until further orders. Please visit the link for the circular: https://ca2013.com/clarifications/mca-circular-dated-22-09-2025-regarding-holding-agm-egm-vc-oavm-passing-ordinary-special-resolutions/

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 25th September, 2026 and ends on 27th September, 2026. 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 21st September, 2026 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	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. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	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. 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 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

(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 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; 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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.

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 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 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 or contact at toll free no. 1800 21 09911.

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

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 and on the website of NSDL at 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., **Monday, September 28th, 2026**.

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

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 **Friday, September 18th 2026** through e-mail on 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.

Date : 4th September, 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

VVIP

ANNEXURE – PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT

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

Particulars	Details
Name of Director	Mr. Vibhor Tyagi
DIN	01797579
Date of Birth	14/08/1988
Date of Appointment	10/12/2007
Qualification	Graduated
Experience and Expertise	Expertise over 10 years in Real-estate
Nature of her expertise in specific Functional areas	Expertise in civil construction, infrastructure projects, and real estate development with proven entrepreneurial and leadership skills.
Terms and Conditions of Re-appointment	Retire by Rotation
Remuneration last drawn	4,00,000/- P.M.
Shareholding in the Company9No. of Shares & %)	32,51,225 Shares & 13.02%
Directorships held in other Companies	Tyag Landscape Private Limited VVIP Entertainment Private Limited VVIP Realtech Private Limited VVIP Infrahome Private Limited Tyag Readymix Private Limited VVIP Nakshatra LLP
Number of Meetings of the Board attended during the year 2025-26	9 Board meetings
Relationship with other Directors / KMP	Mr. Vibhor Tyagi is the Elder Son of Mr. Praveen Tyagi (Executive Director of the Company) and Elder Brother of Mr. Vaibhav Tyagi (Managing director)
Names of listed entities from which the person has resigned in the past three years	NA

NOTE:-

Mr. Vibhor 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: Ratification of Remuneration of Cost Auditor for FY 2026-27

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, 2027**. 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 Material Related Party Transactions for the Financial Year 2026–27

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended, all Material Related Party Transactions and subsequent material modifications thereto require prior approval of the Members of the Company by way of an Ordinary Resolution, irrespective of whether the related party is a party to the particular transaction or not.

The Company, in the ordinary course of its business, enters into various transactions with its Related Parties, including but not limited to the purchase and sale of goods and services, execution of works contracts, availing and rendering of services, leasing of assets, reimbursement of expenses, transfer of resources, and other business transactions, which are necessary for the efficient conduct of its business operations.

The proposed transactions are expected to be undertaken in the ordinary course of business and on an arm's length basis. However, considering that the aggregate value of the proposed transactions with the Related Party(ies) during the Financial Year 2026–27 is under the materiality threshold prescribed under Regulation 23 of the SEBI LODR Regulations, the approval of the Members is being sought by way of this Ordinary Resolution.

The Audit Committee has reviewed the details of the proposed transactions and, after considering the rationale, commercial benefits and terms of the transactions, has recommended the same to the

Board of Directors. The Board of Directors, at its meeting held on **29-08-2026**, approved the proposal, subject to the approval of the Members.

The particulars of the proposed Material Related Party Transactions, as required under Regulation 23 of the SEBI LODR Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 (as amended from time to time), are set out below:

Particulars	**Details**
Name of the Related Party(ies)	VVIP Realtech Private Limited (Vibhor Vaibhav Infrahome Private Limited)
Nature of Relationship	Material Subsidiary
Nature, Material Terms and Particulars of the Transactions	Execution of works contracts, and other business transactions in the ordinary course of business
Monetary Value	Aggregate value not exceeding **₹100 Crores** during FY 2026–27
Tenure	Financial Year 2026–27
Percentage of Annual Consolidated Turnover	25%-30%
Rationale / Benefit	To facilitate smooth business operations, optimum utilization of resources and operational efficiencies

The Board is of the opinion that the proposed transactions are in the best interests of the Company and recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, and/or their interest in the respective Related Party entities, is concerned or interested, financially or otherwise, in the said Resolution.

The Members may note that the Related Parties, whether or not they are parties to the proposed transactions, shall abstain from voting on this Resolution in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Appointment of Mr. Adarsh Rastogi (DIN: 07775565) as an Independent Director

PROFILE OF DIRECTOR FOR APPOINTMENT AS AN INDEPENDENT DIRECTOR
[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard–2]

Particulars	**Details**
Name of Director	Mr. Adarsh Rastogi
DIN	**07775565**
Date of Birth	05-05-1991
Date of First Appointment	New
Qualification	Bachelors in Technology (Computer Science)
Experience and Expertise	Mr. Adarsh Rastogi has more than 10 years of professional experience in the business sector. He possesses expertise in business management, technology and computer science, with a strong understanding of business operations and strategic matters.
Nature of her expertise in specific Functional Areas	Business Management, Information Technology, Computer Science, Strategic Planning, Business Operations and Technology-related matters.
Terms and Conditions of Appointment/Re-appointment/Regularization	Appointment
Remuneration last drawn	NA
Remuneration proposed to be paid	As per terms & conditions
Shareholding in the Company (No. of Shares & %)	-
Directorships held in other Companies	Appexpert Technology Private Limited
Chairmanships/Memberships of Committees in other Companies	-
Number of Meetings of the Board attended during the year 2025-26	-
Relationship with other Directors / KMP	No
Names of listed entities from which the person has resigned in the past three years	VVIP Infratech limited

Committee includes Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and CSR committee or other applicable committees across all Listed Companies including this company.

Mr. Adarsh Rastogi is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

Item no.6 To Consider and Approve the Modification and Updating of the Articles of Association of the Company to Align with the Existing Business Activities and Future Prospects of the Company

The existing Articles of Association ("AOA") of the Company were adopted under the provisions of the Companies Act, 2013. With the growth and development of the Company and in view of its existing business activities and future business prospects, it is proposed to suitably modify, enhance, elaborate and update certain provisions of the existing AOA so as to provide greater clarity and comprehensiveness to the constitutional and administrative framework of the Company.

The proposed new AOA is intended to enhance, elaborate, clarify and suitably update the existing provisions of the AOA, including by re-drafting certain clauses in contemporary and comprehensive language, so as to better reflect the present requirements of the Company and facilitate the effective administration and conduct of its affairs.

It is specifically clarified that the proposed modifications to the AOA are intended to enhance and provide greater clarity to the existing provisions and do not seek to introduce any provision that would alter the fundamental rights, privileges, entitlements or obligations of the Members of the Company. The proposed modifications are also not intended to change the fundamental governance framework or the nature of the existing rights and interests of the Members, shareholders or investors of the Company.

The proposed adoption of the new AOA is therefore primarily intended to provide greater clarity, consistency and comprehensiveness to the existing provisions and to align the same with the present requirements and future prospects of the Company and the applicable legal and regulatory framework.

The proposed modifications are not intended to and shall not result in any adverse impact on, or prejudice to, the existing rights, interests, privileges or entitlements of the Members, shareholders, investors or other stakeholders of the Company. No change in the rights or interests of the existing Members, shareholders or investors is contemplated pursuant to the proposed modification of the AOA.

A copy of the proposed new AOA is available 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 ensuing Annual General Meeting and shall also be available for inspection during the AGM. The same may also be made available electronically to the Members upon request.

In terms of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the Members by way of a Special Resolution.

Accordingly, the Board of Directors, at its meeting held on 29th August, 2026, considered and approved the proposal for adoption of the new set of Articles of Association of the Company and recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

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

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

The proposed revised Articles of Association is on website https://vvipinfra.com/wp-content/uploads/2026/09/AOA_VVIPIL_2026.pdf **for the information and reference of the Members.**

<u>Item No. 7 To Adopt Modifications to the Memorandum of Association of the Company to Align the Existing Objects with the Existing Business Activities and Future Prospects of the Company</u>

The existing Memorandum of Association ("MOA") of the Company was adopted under the provisions of the Companies Act, 2013. With the growth and expansion of the Company's business activities and in view of its existing operations and future business prospects, it is proposed to suitably enhance, elaborate and detail the existing provisions of the MOA, particularly the Objects Clause, so as to more comprehensively reflect the nature, scope and activities of the Company.

The proposed new MOA is intended to enhance and elaborate the existing objects of the Company and to provide greater clarity and comprehensiveness to the manner in which such existing objects may be carried out. The proposed modifications are in the nature of re-drafting, elaboration and detailing of the existing objects and are intended to better reflect and facilitate the Company's existing business activities and future growth.

It is specifically clarified that the proposed modifications to the MOA do not seek to introduce any new or unrelated objects or alter the fundamental nature of the existing objects of the Company. The existing objects are only being enhanced, elaborated and made more comprehensive to suitably cover the activities already undertaken or contemplated by the Company in furtherance of its existing business.

The proposed adoption of the new MOA is therefore intended to provide greater clarity, flexibility and comprehensiveness in carrying out the Company's existing objects and business activities. The proposed modifications are not intended to and shall not result in any adverse impact on, or prejudice to, the existing rights, interests, privileges or entitlements of the Members, shareholders, investors or other stakeholders of the Company. No change in the rights or interests of the existing Members, shareholders or investors is contemplated pursuant to the proposed modification of the MOA.

A copy of the proposed new MOA is available 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 ensuing Annual General Meeting and shall also be available for inspection during the AGM. The same may also be made available electronically to the Members upon request.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Memorandum of Association of the Company requires the approval of the Members by way of a Special Resolution, subject to such approvals as may be required under the applicable provisions of law.

Accordingly, the Board of Directors, at its meeting held on 29th August, 2026, considered and approved the proposal for adoption of the new set of Memorandum of Association of the Company and recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members.

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

The Board recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval by the Members.

The proposed revised Memorandum of Association is on website https://vvipinfra.com/wp-content/uploads/2026/09/MOA_VVIPIL_2026.pdf **for the information and reference of the Members.**

Item no.8 Ratification of remuneration of Secretarial Auditor

The Company is required to obtain a Secretarial Audit Report pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the applicable rules made thereunder.

The Board of Directors, at its meeting held on 27th May 2026, appointed **M/s. Sagar Saxena & Company, Practicing Company Secretary, having Membership No. F12936 and COP No. 21615**, as the Secretarial Auditor of the Company for the Financial Year 2025-26 at a remuneration of

₹50,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, subject to ratification by the Members, as applicable.

Accordingly, the Ratification by the Members is sought for the remuneration payable to the Secretarial Auditor for conducting the Secretarial Audit of the Company for the Financial Year 2025-26.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.
The Board recommends the resolution set out at Item No. 8 for approval of the Members.

Date : 4th September, 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