

Date: 03rd August, 2025

To,

The Manager – Listing Compliance
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

Dear Sirs,

Symbol: VGINFOTECH, **ISIN:** INEOVRH01015

Sub: Disclosure of Voting Results of the 28th Annual General Meeting of the Company held on Friday, 01st August, 2025 at 09:30 a.m. as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers Report.

Dear Sir/ Madam,

The 28th Annual General Meeting (“AGM”) of Virtual Galaxy Infotech Limited was held at 09:30 a.m. on Friday, 01st August, 2025 through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”). The Resolutions nos.: 01 to 05 as contained in the Notice of the 28th AGM was approved/ passed by the Shareholders with requisite majority.

The combined voting result (i.e., result of remote e-voting prior to the AGM and e-voting conducted at the AGM) is enclosed herewith as required under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer’s Report thereon.

Please take the same on record.

Thanking you,

For and on behalf of
Virtual Galaxy Infotech Limited

Anjali Vinay Padhye
Company Secretary & Compliance Officer

Encl. As above

General information about company	
Scrip code	000000
NSE Symbol	VGINFOTECH
MSEI Symbol	NOTLISTED
ISIN	INE0VRH01015
Name of the company	VIRTUAL GALAXY INFOTECH LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	01-08-2025
Start time of the meeting	09:30 AM
End time of the meeting	10:00 AM

Scrutinizer Details	
Name of the Scrutinizer	Varun Nashine
Firms Name	SAND & Associates
Qualification	CS
Membership Number	49574
Date of Board Meeting in which appointed	12-06-2025
Date of Issuance of Report to the company	02-08-2025

Voting results	
Record date	25-07-2025
Total number of shareholders on record date	1671
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	16
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	16091636	100	16091636	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	16091636	100	16091636	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1638127	1638127	100	1638127	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1638127	1638127	100	1638127	0	100	0
Total		17729763	17729763	100	17729763	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Asit Oberoi (DIN: 09089783), who retires by rotation, and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	16091636	100	16091636	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	16091636	100	16091636	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1621690	1621690	100	1621690	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1621690	1621690	100	1621690	0	100	0
Total		17713326	17713326	100	17713326	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors of the Company M/s K. K. Mankeshwar & Co., Chartered Accountants (Firm Registration No. 106009W)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	16091636	100	16091636	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	16091636	100	16091636	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1638127	1638127	100	1638127	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1638127	1638127	100	1638127	0	100	0
Total		17729763	17729763	100	17729763	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider appointment of M/s. PGBP &. Associates LLP, Practising Company Secretaries as Secretarial Auditors and fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	16091636	100	16091636	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	16091636	100	16091636	0	100	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1638127	1638127	100	1638127	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1638127	1638127	100	1638127	0	100	0
Total		17729763	17729763	100	17729763	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider entering into material Related Party Transactions with Virtual Galaxy Fintech Private Limited, Associate/ Group Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1638127	1638127	100	1637127	1000	99.939	0.061
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1638127	1638127	100	1637127	1000	99.939	0.061
Total		17729763	1638127	9.2394	1637127	1000	99.939	0.061
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	In accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes of Promoter and Promoter Group, being related parties, have not been considered on the resolution pertaining to the approval of the related party transaction.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	16091636
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To consider entering into material Related Party Transactions with Paynext Private Limited, Associate/Group Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	16091636	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	16091636	0	0	0	0	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1638127	1638127	100	1637127	1000	99.939	0.061
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	1638127	1638127	100	1637127	1000	99.939	0.061
Total		17729763	1638127	9.2394	1637127	1000	99.939	0.061
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

Text Block	
Textual Information(1)	In accordance with Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the votes of Promoter and Promoter Group, being related parties, have not been considered on the resolution pertaining to the approval of the related party transaction.

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	16091636
Public Insitutions	
Public - Non Insitutions	

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014 and Companies (Management and
Administration) Amendment Rules, 2015]

To,

The Chairman of 28th Annual General Meeting of the Equity Shareholders of Virtual Galaxy Infotech Limited held originally on Friday, 01st August, 2025 at 9:30 a.m., through electronic mode [Video Conferencing ("VC") or other audio visual means ("OAVM")]

Dear Sir,

I Varun Nashine Company Secretary in practice, Partner- SAND & Associates have been appointed as the Scrutinizer by the Board of Directors of Virtual Galaxy Infotech Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as Electronic System (E-Voting) at the 28th Annual General Meeting (AGM) of Virtual Galaxy Infotech Limited on Friday, August 01st, 2025 at 09:30 a.m. IST, through video conferencing ("VC") or other audio-visual means ("OAVM").

The Annual General Meeting ("AGM") of the Company was held on Friday, August 01st, 2025, at 09:30 a.m. through video Conferencing (VC) or other audio visual means ("OAVM") and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and Electronic System (E-Voting) during the AGM, pursuant to 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 read with circular dated 15th January, 2022 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS".

SAND & ASSOCIATES
Practicing Company Secretaries

Address: 1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | **Email:** sand.associates2016@gmail.com

Branch: Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra



Further, pursuant to the MCA & SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2024-25 was sent in electronic form only to those members whose email addresses were registered with the Depositories. The Notice can also be accessed from the website of the Stock Exchange i.e. NSE Limited ("NSE") at www.nseindia.com and the AGM Notice is also available on the website of National Securities Depository Limited ("NSDL") (agency for providing the Remote E-Voting Facility) i.e. www.evoting.nsdl.com.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote E-Voting) on the resolutions proposed in the Notice of the 28th AGM of the Company is the responsibility of the management.

The Quorum of the AGM was 19 Members. Members attended the Meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Since the AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, in any on the resolutions contained in the Notice of AGM, based on the reports generated from the e voting system provided by National Securities Depository Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / NSDL.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 09th July, 2025 convening the 28th Annual General Meeting on Friday, 01st August, 2025 at 09:30a.m along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 28th AGM of the Equity Shareholders of the Company held on Friday, 01st August 2025.

CUT OFF DATE:

The voting rights were reckoned as 25th July, 2025 being the cutoff date for the purpose of deciding the entitlement of members for remote E-Voting.

SAND & ASSOCIATES
Practicing Company Secretaries

Address: 1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | **Email:** sand.associates2016@gmail.com

Branch: Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra



REMOTE E-VOTING:

The Company has availed services of National Securities Depository Limited (NSDL) as the agency for providing the remote E-Voting platform.

The remote E-Voting period was open from Tuesday, 29th July, 2025 at 9:00A.M. to Thursday, 31st July, 2025 at 5:00P.M.

The vote cast under remote E-Voting facility was thereafter unblocked after the conclusion of voting at Annual General Meeting in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote E-Voting and votes tendered therein based on the data downloaded from the NSDL E-Voting system.

I submit herewith my Consolidated Scrutinizer's Report on the results of voting as under:-

Item 1: Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the financial year:

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

Total Number of Members Voted			Total Number of votes cast		
50			17729763		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	17729763	100.00	0	0	Nil

The Resolution as mentioned in item No. 1 of the Notice of the 28th AGM stands passed with requisite majority.

Item 2: Ordinary Resolution

Retirement by Rotation

To appoint a Director in place of Mr. Asit Oberoi (DIN: 09089783), who retires by rotation, and being eligible, offers himself for re-appointment:

SAND & ASSOCIATES
Practicing Company Secretaries

Address:1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | **Email:** sand.associates2016@gmail.com

Branch:Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra



Total Number of Members Voted			Total Number of votes cast		
49			17713326		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	17713326	100.00	0	0	Nil

The Resolution as mentioned in item No. 2 of the Notice of the 28th AGM stands passed with requisite majority.

Item 3: Ordinary Resolution

Appointment of Statutory Auditors of the Company

To re-appoint a M/s K. K. Mankeshwar AND Co Chartered Accountants Firm Registration No 106009W as Statutory Auditors of the Company:

Total Number of Members Voted			Total Number of votes cast		
50			17729763		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	17729763	100.00	0	0	Nil

The Resolution as mentioned in item No. 3 of the Notice of the 28th AGM stands passed with requisite majority.

Item 4: Ordinary Resolution

Appointment of Practicing Company Secretaries as Secretarial Auditors and fix their remuneration

To appoint a M/s PGBP AND Associates LLP UIN L2022MH012600 as Secretarial Auditor of the Company:

Total Number of Members Voted			Total Number of votes cast		
50			17729763		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	17729763	100.00	0	0	Nil

SAND & ASSOCIATES
Practicing Company Secretaries

Address: 1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | Email: sand.associates2016@gmail.com

Branch: Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra



	No.	%	No.	%	
E-Voting	17729763	100.00	0	0	Nil

The Resolution as mentioned in item No. 4 of the Notice of the 28th AGM stands passed with requisite majority.

Item 5: Ordinary Resolution

Entering into material Related Party Transactions with Virtual Galaxy Fintech Private Limited

Total Number of Members Voted			Total Number of votes cast		
49			17729763		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	No.
E-Voting	16,37,127	99.94	1000	0.06	1,60,91,636

The Resolution as mentioned in item No. 5 of the Notice of the 28th AGM stands passed with requisite majority.

Note: While ascertaining the total number of votes cast, we have excluded the votes of the promoters and Promoter Group of the company, namely Mr. Sachin Pande, Mr. Avinash Shende, Mrs. Shilpa Avinash Shende and Mrs. Sampada Sachin Pande as they were interested parties in Resolution Nos. 5. Accordingly, although the total number of votes cast as per NSDL records is 17,729,763, we have considered only 16,38,127 votes as valid for the purpose of evaluating these resolutions.

Item 6: Ordinary Resolution

Entering into material Related Party Transactions with Paynext Private Limited

Total Number of Members Voted			Total Number of votes cast		
49			17729763		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	No.
E-Voting	16,37,127	99.94	1000	0.06	1,60,91,636

SAND & ASSOCIATES
Practicing Company Secretaries

Address: 1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | **Email:** sand.associates2016@gmail.com

Branch: Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra




The Resolution as mentioned in item No. 6 of the Notice of the 28th AGM stands passed with requisite majority.

Note: While ascertaining the total number of votes cast, we have excluded the votes of the promoters and Promoter Group of the company, namely Mr. Sachin Pande, Mr. Avinash Shende, Mrs. Shilpa Avinash Shende and Mrs. Sampada Sachin Pande as they were interested parties in Resolution Nos.6. Accordingly, although the total number of votes cast as per NSDL records is 17,729,763, we have considered only 16,38,127 votes as valid for the purpose of evaluating these resolutions.

As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and hereby confirm based on results made available to me, 50 members have casted there vote through E-Voting platform.

Thanking you,
Yours Faithfully

**For SAND & Associates
(Company Secretaries)**


CS Varun Nashine

ACS No. 49574

CP No. 17975

Peer Review Certificate No: 2693/2022

UDIN: A049574G000919487



Place: Nagpur

Date: 02/08/2025

SAND & ASSOCIATES
Practicing Company Secretaries

Address:1008, 10th Floor Lokmat Bhavan Nagpur 440012 Maharashtra

Call: +91 80878 90668; +91 9479382615 | **Email:** sand.associates2016@gmail.com

Branch:Flat No.-19, Building No.16, Gawde Park, Shraddha Garden, Chinchwad-411033 Maharashtra