

Date: 06.09.2025

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: VGINFOTECH, ISIN: INE0VRH01015

Sub: Intimation and Submission of Notice of Extra Ordinary General Meeting (“EGM”) of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir / Madam,

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice Extra-Ordinary General Meeting of the Company to be held on Monday, September 29, 2025 at 10:30 A.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Further, the Notice of Extra-Ordinary General Meeting is being sent to the members electronically, and has also been made available on website of the company at https://www.vgipl.com/investors_info/notice-of-meetings.

The e-voting details are mentioned below:

Cut-off date (for determining Members eligible for e-voting)	Monday, 22 nd September 2025
Remote e-voting period	From: Friday, 26th September 2025 (9:00 am IST) Upto: Sunday, 28th September 2025 (5:00 pm IST)

This is for your information and record.

For VIRTUAL GALAXY INFOTECH LIMITED

Anjali Vinay Padhye
Company Secretary and Compliance Officer

NOTICE

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Virtual Galaxy Infotech Limited (“Company”) that an Extra-Ordinary General Meeting of the Company will be held on Monday, September 29, 2025 at 10.30 a.m. (IST) through Video Conferencing / Other Audio-Visual Means to transact the following special businesses:

SPECIAL BUSINESS

1. VARIATION IN THE OBJECTS OF THE INITIAL PUBLIC ISSUE AS STATED IN THE PROSPECTUS OF THE COMPANY DATED 15TH MAY 2025

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

“RESOLVED THAT, pursuant to Sections 13 and 27 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and other applicable rules, regulations, guidelines, and statutory provisions for the time being in force, and subject to such other approvals, permissions, and sanctions as may be necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company to vary and revise the object of the issue as stated in the prospectus of Initial Public Offering ("IPO") of the Company dated May 15, 2025 more specifically relating to the object of the IPO titled "Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra", previously allocated to develop a new facility at Mihan SEZ, Nagpur to build the Company's owned office/ infrastructure and create additional space for our business, enhance business opportunities and to increase our ability to accommodate additional skilled manpower, be and is hereby revised and reallocated towards “Capital expenditure towards purchase of land on lease at Mihan SEZ, Nagpur – Rs. 630 Lakhs and Working capital requirement – Rs. 2796.83 Lakhs, in accordance with applicable laws and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval and ratification thereto expressly by the authority of this resolution.”

**BY ORDER OF THE BOARD OF THE DIRECTORS FOR,
VIRTUAL GALAXY INFOTECH LIMITED**

**Sd/-
ANJALI VINAY PADHYE
Company Secretary & Compliance Officer**

Registered Office:

**3, Central Excise Colony, Behind Mahatme Eye Bank,
Chhatrapati Sq., Ring Road,
Nagpur, Maharashtra, India, 440015**

Place: Nagpur

Date: 05.09.2025

NOTES:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special businesses to be transacted at Extra Ordinary General (the “Meeting”) is annexed herewith.
- Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted to conduct the Extra Ordinary General Meeting (“EGM”) virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.vgipl.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- c. Since this EGM is held through Video Conference/Other Audio-Visual Means (“VC/OAVM”), route map to the venue is not required and therefore, the same is not annexed to this Notice.
- d. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 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 without restriction on account of first come first served basis.
- e. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

f. Appointment of Proxy and Attendance Slip:

Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.

- g. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend / vote at the EGM are requested to send from their registered

e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at csvarunnashine@gmail.com with a copy marked to evoting@nsdl.com and investors@vgipl.in

- h. The Company has appointed SAND & Associates, Practising Company Secretaries (UIN: P2017MH060400) as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the EGM in a fair and transparent manner.

i. E-VOTING:

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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

- j. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 26th September, 2025 at 9:00 A.M. and ends on Sunday, 28th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are 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

	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
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 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**”(If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 to csvarunnashine@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Narendra Dev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 investors@vgipl.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@vgipl.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@vgipl.in. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LODR) REGULATIONS, 2015

Item No. 1: Deviation/Variation in the objects of the initial public issue as stated in the prospectus of the Company dated 15.05.2025:

Pursuant to the Board Resolution dated 13.09.2024 and the Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 in the Extra-Ordinary General Meeting (“EGM”) by the shareholders of the Company held on 14.09.2024, the Company raised Rs. 9329.40 Lakhs from the Initial Public Offer of its Equity Shares (the ‘Issue’). The Company, in terms of Prospectus, proposed to utilise the IPO Proceeds towards:

1. Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;
2. Repayment/ prepayment of certain borrowings availed by our Company;
3. Investment in procuring GPU, server & storage system at Data Centre;
4. Funding of expenditure related to enhancement, maintenance and upgrading existing products through manpower hiring;
5. Funding for business development and marketing activities and
6. General corporate purpose

Pursuant to Section 27(1) of the Companies Act, 2013 a Company shall not vary the objects for which its Prospectus was issued unless consent from its shareholders is obtained through a special resolution.

Exit Option for the Dissenting Shareholders:

Once the approval under Section 27(1) of the Companies Act, 2013 has been obtained, Section 27(2) of the Companies Act, 2013 mandates that all shareholders who have voted against the resolution (the “Dissenting Shareholders”) shall be given an exit offer by the promoters or the controlling shareholders (the “Exit Offer Provider”) in a manner specified by the Securities and Exchange Board of India (“SEBI”). The promoters of the Company shall provide an exit opportunity to the dissenting shareholders subject to the conditions mentioned in SEBI ICDR Regulations 2018 and provisions of the Companies Act, 2013.

The Company intends to modify/vary the terms of Objects of the IPO as referred to in the Prospectus i.e., to reallocate the amount of Rs.3426.83 Lakhs earlier raised for Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra to

Purchase of land on lease at MIHAN SEZ, Nagpur, Maharashtra – ₹630.00 Lakhs and Working Capital requirement – ₹2796.83 Lakhs.

The relevant and material information as per the Companies (Prospectus and Allotment of Securities) Rules, 2014 is set out below:

S.No.	Objects as stated in prospectus	IPO Proceeds (in Lakhs)	Total Amount Spent up to 04.09.2025 (in Lakhs)	Unutilised Amount as per prospectus (in Lakhs)	% of achievements as per prospectus (in Lakhs)	% of unutilised amount as per prospectus (in Lakhs)
1.	Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra;	3,426.83	NIL	3,426.83	0%	100%
2.	Repayment/prepayment of certain borrowings availed by our Company;	300.00	300.00	0.00	100%	0%
3.	Investment in procuring GPU, server & storage system at Data Centre;	505.00	NIL	505.00	0%	100%
4.	Funding of expenditure related to enhancement, maintenance and upgrading existing products through	1,890.00	NIL	1,890.00	0%	100%

	manpower hiring;					
5.	Funding for business development and marketing activities and	1,406.00	160.50	1,245.50	11.42%	88.58%
6.	General corporate purposes#	605.54	605.54	0.00	100%	0%

The Particulars of the Proposed Variation in the Terms of Contracts Referred to in the Prospectus or Objects for which Prospectus was Issued:

As per the Objects of the Issue, an amount of ₹3426.83 Lakhs was earmarked towards setting up of an additional development facility in Nagpur, Maharashtra.

As on date, a sum of ₹3426.83 Lakhs is yet to be fully utilized for the aforesaid purpose. However, the Company now proposes to vary the terms of utilization of the said proceeds in the following manner:

- Purchase of land on lease at MIHAN SEZ, Nagpur, Maharashtra – ₹630 Lakhs
- Working Capital Requirement – ₹2796.83 Lakhs

Accordingly, while the original object of “Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra” will stand varied, the proposed utilization of funds would provide greater operational flexibility and support the growth requirements of the Company.

This variation is subject to the approval of shareholders by way of a special resolution and in compliance with applicable provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2018.

The Reason and Justification for Seeking Variation:

The Company currently holds confirmed work orders aggregating to approximately **₹80.00 crores**, which are at various stages of execution. Further, the Company’s participation in large-scale government tenders in various states and a strong pipeline for probable orders amounting to approximately Rs. 650 crores necessitate a cumulative Earnest Money Deposit (EMD) of around **₹7.5- 10.00 Crores**, representing a portion of the anticipated total tender value. In addition, the Board of Directors of the Company has granted approval for the signing of a

Memorandum of Understanding (MoU) with **Xangars Infratech Solutions Limited** for the deployment and rollout of **1,00,000 UPI/QR-based Sound Boxes**, valued at **₹69.00 crores**, to be executed over a period of three years.

To successfully execute these opportunities, maintain liquidity, and ensure optimal utilization of funds, the Company proposes to reduce the allocation originally earmarked for setting up the development facility and reallocate a substantial portion towards **working capital requirements**. This strategic reallocation will:

- (i) provide adequate liquidity for execution of current projects;
- (ii) enable timely participation in Government tenders by meeting the requisite EMD requirements, and the commitments under the MoU with Xangars Infratech Solutions Limited and
- (iii) retain land in Nagpur on a long-term lease basis for future expansion, thereby aligning the Company's growth trajectory with prevailing market conditions and business priorities.

The Proposed Time Limit within Which the Proposed Varied Objects Would Be Achieved:

Within 24 months subject to obtaining the requisite approvals as may be required.

The Risk Factors Pertaining to The New Objects:

The business operations and financial performance of the Company are subject to various risks arising from prevailing market conditions, economic performance at both domestic and global levels, political instability, changes in regulatory frameworks, and policy controls. In addition, any unforeseen events or circumstances beyond the control of the Company may materially affect its ability to execute projects, manage costs, or achieve projected growth, despite the Company's best efforts to mitigate such risks.

The other relevant information which is necessary for the members to take an informed decision on the proposed resolution:

The proposed variation in terms of the Prospectus, i.e., reallocation of funds from Capital expenditure towards setting up additional development facility in Nagpur, Maharashtra towards purchase of land on lease at MIHAN SEZ (₹630 Lakhs) and working capital requirements (₹2796.83 Lakhs), will enable the Company to effectively execute current orders, participate in Government tenders, and meet commitments under the MoU with Xangars Infratech Solutions Limited, while retaining land for future expansion.

The Board of Directors at their meeting held on 05.09.2025 approved to modify/vary the clause of Object of Issues of Prospectus and to convene an Extra Ordinary General Meeting to seek

the consent of the members. Accordingly, in terms of the provisions of Section 27 of the Companies Act, 2013 and any other applicable provisions and the rules made there under, the Board seeks approval of the members by way of Special Resolution for variation in the terms of the Objects of the Issue as mentioned in the proposed resolution.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested, financially or otherwise, directly or indirectly in the resolution set forth in Resolution No. 1 of this Notice.

**BY ORDER OF THE BOARD OF THE DIRECTORS FOR,
VIRTUAL GALAXY INFOTECH LIMITED**

**Sd/-
ANJALI VINAY PADHYE
COMPANY SECRETARY & COMPLIANCE OFFICER**

**Registered Office:
3, Central Excise Colony, Behind Mahatme Eye Bank,
Chhatrapati Sq., Ring Road,
Nagpur, Maharashtra, India, 440015**

**Place: Nagpur
Date: 05.09.2025**