

Date: 23rd February, 2026

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 of Notice of Extra Ordinary General Meeting (“EGM”) of the Company

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice of Extra-Ordinary General Meeting of the Company to be held on Tuesday, March 17, 2026 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>.

The e-voting details are mentioned below:

Cut-off date (for determining Members eligible for e-voting)	Tuesday, 10 th March, 2026
Remote e-voting period	From 9.00 a.m. (IST) on Friday, 13 th March, 2026 Upto 5.00 p.m. (IST) on Monday, 16 th March, 2026

This is for your information and record.

For VIRTUAL GALAXY INFOTECH LIMITED

Anjali Vinay Padhye
Company Secretary and Compliance Officer

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that Extra-Ordinary General Meeting of the members of **Virtual Galaxy Infotech Limited** will be held on **Tuesday, 17th March, 2026 at 10:30 A.M. (IST)** through Video Conferencing/ Other Audio-Visual Means to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1:

TO CONSIDER ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 5, Section 14, and all other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting an enabling Article authorising the Company to issue, offer, allot or otherwise deal in any kind or class of securities, whether equity or otherwise.

RESOLVED FURTHER THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered by inserting the following new Article [II 1A] after the existing Article [II 1] under the heading “**Share Capital and Variation of Rights**”:

“**II 1A.** *Notwithstanding anything contained elsewhere in these Articles and subject to the provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company shall have the power to issue, offer, allot or otherwise deal in any kind or class of securities, whether equity or otherwise, including but not limited to equity shares, preference shares, debentures, bonds, notes, warrants, options, hybrid instruments or any other securities, whether convertible or non-convertible, whether fully, partly or optionally convertible, and whether issued at par, premium or at such terms and conditions as may be permitted under law, by way of preferential issue, private placement, rights issue, public issue or any other mode as may be permitted under applicable law, to such persons and at such times as the Board of Directors may determine.*”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to sign and file necessary forms, returns and documents with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2:

TO CONSIDER INCREASE OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE (I.E. CLAUSE V) OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be required, the consent of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. **25,00,00,000/- (Rupees Twenty Five Crore Only)** divided into **2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each** to Rs. **30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each**, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following Clause:

“V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to sign, execute and file applicable forms, returns and documents with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3

TO CONSIDER THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO SPECIFIED PERSON(S) UNDER PROMOTER AND PROMOTER GROUP CATEGORY OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, Ministry of Corporate Affairs (“MCA”) or any other competent authority, as may be necessary, including the Securities and Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (“NSE”) where the Equity Shares of the Company are listed and subject to the necessary approval(s), consent(s), permissions(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and pursuant to the approval of the Board of Directors of the Company, the consent of the Member of the company be and is hereby accorded, to offer, issue

and allot at an appropriate time, in one or more tranches, in aggregate and up to 12,43,432 (Twelve Lakh Forty Three Thousand Four Hundred and Thirty Two) Warrants Convertible into Equity shares (hereinafter referred to as ‘Warrants’), each carrying a right exercisable by the warrant holder(s) to subscribe to 1 (One) Equity Share against each warrant at a price of Rs.159/- including premium of Rs. 149/- each per Warrant which is more than the price as determined by the board in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations aggregating up to Rs. 19,77,05,688/- (Rupees Nineteen Crore Seventy-Seven Lakh Five Thousand Six Hundred Eighty-Eight only), on a preferential allotment basis (‘Preferential Offer’) to the following Promoter and Promoter Group Category (hereinafter referred to as the (“Proposed Allottees of Warrant”), entitling the warrant holders to exercise option to convert and get allotted 1 (One) Equity Share of Face Value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of the Warrants, and in such form and manner and in accordance with the provisions of ICDR Regulations and Takeover Regulations.

No.	Name of the Proposed Allottees	Maximum No. of Warrants proposed to be allotted	Category
1.	Avinash Narayanrao Shende	496716	Promoter
2.	Sachin Purushottam Pande	496716	Promoter
3.	Shilpa Avinash Shende	75000	Promoter Group
4.	Sampada Sachin Pande	75000	Promoter Group
5.	Samruddhi Sachin Pande	50000	Immediate Relative of Promoter- Promoter Group
6.	Siddhanti Avinash Shende	25000	Immediate Relative of Promoter - Promoter Group
7.	Tanmay Avinash Shende	25000	Immediate Relative of Promoter - Promoter Group
	Total	12,43,432	

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Relevant Date for the purpose of determination of the floor price for the issue and allotment of Warrants shall be **Friday, 13th February, 2026**, being the date 30 days prior to the date of the shareholders’ meeting proposed to be held on Tuesday, 17th March, 2026, to consider the preferential issue; and since the date falling 30 days prior thereto, i.e., Sunday, 15th February, 2026, is a weekend/ holiday, the immediately preceding working day, i.e., Friday, 13th February, 2026, has been considered as the Relevant Date.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and the allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- Upto 12,43,432 warrants of Rs. 159/- each shall be convertible into upto 12,43,432 Equity shares of the Face Value of Rs. 10/- each on payment of aggregate price including premium of Rs.149/-;
- Exercise of the offer for conversion of the warrants shall be at the sole option of the warrant holders at any time within the period of 18 (Eighteen) months from the date of allotment of warrants in accordance with the SEBI (ICDR) Regulations, 2018 as amended from time to time;
- The Warrant subscription price equivalent to 25% of the issue price will be payable at the time of subscription of Warrants, as prescribed by the SEBI (ICDR) Regulations, 2018, which would be adjusted by the Company and appropriated against the issue price of the Equity Shares. Warrants exercise price equivalent to the 75% of the issue price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Warrants;

- d) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- e) The Warrants themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.
- f) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Warrants shall lapse and the amount paid shall stand forfeited by the Company;
- g) The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- h) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter- alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- i) The pre-preferential shareholding of the Proposed Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- j) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and
- k) warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- l) The Company shall procure the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to record the names and details of the Investors in Form No. PAS-5, and issue a Private Placement Offer cum Application Letter in Form No. PAS-4, to the Investors inviting them to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the equity shares so issued on conversion of warrant shall upon allotment have the same right of voting as the existing equity shares and be treated for all other purpose pari-passu with the existing equity shares of the company and that the equity shares so allotted during the financial year shall be entitled to the dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent year.

RESOLVED FURTHER THAT the company shall make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the new equity shares to be issued upon conversion of warrant on preferential basis.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National

Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Proposed Allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Members and take all steps and decisions in this regard;

RESOLVED FURTHER THAT a copy of the aforesaid resolution certified to be true by anyone of the Directors of the Company or the Company Secretary of the Company be furnished to the appropriate authorities with a request to act thereon.”

By order of the Board of Directors

For Virtual Galaxy Infotech Limited

Sd/-
Anjali Vinay Padhye
Company Secretary & Compliance Officer
(Membership no. A23773)

Place: Nagpur
Date: 14th February 2026

NOTES:

- a. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at Extra Ordinary General (the “Meeting”) is annexed herewith.
- b. 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 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 authorized 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 authorized 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 jog@acs.in with a copy marked to evoting@nsdl.com and investors@vgipl.in
- h. The Company has appointed CS Aabid Mohammed, Partner of M/s. Aabid & Co., Company Secretaries, 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.

- k. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
- l. 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.
- m. 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.
- n. 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.
- o. 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.
- p. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.vgipl.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com 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.
- q. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Friday, 13th March, 2026 at 09:00 A.M. and ends on Monday, 16th March, 2026 at 05:00 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. 10th March, 2026, 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 10th March, 2026.

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"> 1. For OTP based login you can click on https://eservices.nsd.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 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login 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.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
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.
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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	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.
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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. 1800-21-09911

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***
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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 jog@aacscs.in 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 (Ms. Pallavi Mhatre) 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 shareholders 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.

EXPLANATORY STATEMENT

[Pursuant to Sections 102 of the Companies Act, 2013 and other applicable laws, setting out all material facts and reasons]

ITEM NO. 1:

With a view to facilitate the Company's proposal to raise funds through inter alia issuance of warrants (which can be exercised and converted into the equity shares of the Company) on a private placement basis, it is proposed to alter the Articles of Association of the Company to insert an enabling/empowering clause in the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on February 14, 2026, has approved the proposal to amend the Articles of Association of the Company by inserting a new clause 1A under Article II (immediately following the existing Clause 1), in the Articles of Association of the Company and as more particularly set out in Item No. 1 of the Notice, for incorporating enabling provisions with respect to issue of warrants and other convertible securities including by a private placement basis.

In terms of the provisions of Section 14 of the Act read with applicable rules framed thereunder and other applicable laws, the proposed amendment to the Articles of Association of the Company is required to be approved by the Members of the Company by way of a Special Resolution.

The draft copy of the amended Articles of Association is available on the website of the Company <https://www.vgipl.com/>. A draft copy of the altered Articles of Association shall also be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays).

The Board of Directors of the Company recommends the Special Resolution set forth in Item No. 1 of the Notice to the Members of the Company for their approval.

None of the Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice, except to the extent of their shareholding in the Company.

ITEM NO. 2:

Considering the Company's present position in the IT sector and its future business plans, growth strategies, and expansion initiatives, it may be necessary to raise additional funds through various permissible modes to scale up operations and strengthen its market presence.

Accordingly, in order to facilitate such fund-raising initiatives and support the Company's long-term growth objectives, it is proposed to increase the Authorized Share Capital of the Company.

The present Authorized Share Capital of the Company as on even date stands at Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Board of Directors at its meeting held on February 14, 2026, approved the increase of authorized share capital of the Company. Thus, an increase in Authorized Share Capital would necessitate alteration in the capital clause of the Memorandum of Association by increasing the number of equity shares of the Company, subject to the approval of the members of the Company by way of passing Ordinary Resolution to that effect.

Accordingly, the Board of Directors recommended to increase the Authorized Share Capital of the Company from existing Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each, to Rs. 30,00,00,000 (Rupees Thirty Crores Only) comprising of 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Ten) each, subject to approval of the members. Following is the Pre and Post Authorized Share Capital of the Company:

AUTHORIZED SHARE CAPITAL					
Before Change			After Change		
No. of equity shares	Face Value (Rs.)	Total capital share (Rs.)	No. of equity shares	Face Value (Rs.)	Total share capital (Rs.)
2,50,00,000	10	25,00,00,000	3,00,00,000	10	30,00,00,000

Accordingly, the Board recommends the Ordinary Resolutions, as set out in item No. 2 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolutions, as set out in item No. 2 of this Notice.

ITEM No. 3:

The Company proposes to raise additional capital aggregating up to Rs. 19,77,05,688/- (Rupees Nineteen Crore Seventy-Seven Lakhs Five Thousand Six Hundred and Eighty-Eight only) by way of a preferential issue of up to 12,43,432 (Twelve Lakhs Forty-Three Thousand Four Hundred and Thirty-Two) Warrants. Each Warrant shall carry a right exercisable by the warrant holder(s) to subscribe to one (1) Equity Share of the Company against each Warrant at a price of Rs. 159/- (Rupees One Hundred Fifty-Nine only) per Warrant (inclusive of the warrant subscription price and the warrant exercise price), or such higher price as may be determined in accordance with the applicable provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

The said Warrants are proposed to be issued on a preferential basis (“Preferential Offer”) to the proposed allottees, in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018.

The proposed issue of capital is subject to the applicable regulations issued by SEBI and any other government/ regulatory approvals, consent, permission as may be required in this regard. Pursuant to Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, Chapter V of ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extra-Ordinary General Meeting (EGM) to be held on 17th March, 2026 and other regulatory authorities, as may be applicable and the listing requirements of the Stock Exchange.

The Board of Directors in their meeting held on Saturday, February 14, 2026 subject to the necessary approvals, have decided to issue and allot upto 12,43,432 (Twelve Lakhs Forty-Three Thousand Four Hundred and Thirty-Two) Warrants (‘Warrants’), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 159/- (Rupees One Hundred and Fifty-Nine Only) per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating to upto Rs. 19,77,05,688/- (Rupees Nineteen Crore, Seventy-Seven Lakhs, Five Thousand, Six Hundred and Eighty-Eight only), to specified person(s) under Promoter and Promoter group Category of the Company.

As required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Regulation 163 of Chapter V of the SEBI (ICDR) Regulations and as per Companies Act, 2013:

1. Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued:

The Board of Directors at its meeting held on February 14, 2026, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of Warrants upto 12,43,432 (Twelve Lakhs Forty Three Thousand Four Hundred and Thirty Two) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 159/- (Rupees One Hundred and Fifty-Nine Only) per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived at in accordance with the applicable provisions of Chapter V of SEBI (ICDR) Regulation 2018, aggregating upto Rs. 19,77,05,688/- (Rupees Nineteen Crore, Seventy-Seven Lakhs, Five Thousand, Six Hundred and Eighty-Eight only), to specified person(s) under Promoter and Promoter Group Category of the Company. The details of the proposed allottees are as follows:

No.	Name of the Proposed Allottees	Maximum No. of Warrants proposed to be allotted	Category
1	Avinash Narayanrao Shende	4,96,716	Promoter
2	Sachin Purushottam Pande	4,96,716	Promoter
3	Shilpa Avinash Shende	75,000	Promoter Group
4	Sampada Sachin Pande	75,000	Promoter Group
5	Samruddhi Sachin Pande	50,000	Immediate relative of Promoter- Promoter Group
6	Siddhanti Avinash Shende	25,000	Immediate relative of Promoter- Promoter Group
7	Tanmay Avinash Shende	25,000	Immediate relative of Promoter - Promoter Group
	Total no of Warrants to be issued	12,43,432	

2. Objects of the Preferential Issue and aggregate amount proposed to be raised:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects:

1. Up to 75% (Seventy-Five Percent) of the Issue Proceeds will be utilized to meet out Working Capital requirements of the Company
2. Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as "General Corporate Purposes")

Utilization of Issue Proceeds:

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized.
1.	Working Capital Requirements	14,82,79,266	Within 24 months from receipt of funds for the Warrants (as set out herein
2.	Other General Corporate Purpose	4,94,26,422	
	Total	19,77,05,688	

Given that the Preferential Issue is for Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein). Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with NSE Notice No.NSE/CML/2022/56 dated December 13, 2022.

Interim Use of Proceeds:

Our Company, in accordance with the policies formulated pursuant to the applicable laws, rules, regulations and guidelines, and as described in this Notice, shall have the flexibility to deploy the Gross Proceeds towards the objects of the issue as set out above. Pending utilisation of the Gross Proceeds for the aforesaid purposes, the Company intends to temporarily invest and/or deposit the Gross Proceeds only with Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934, or in such other permitted instruments as may be allowed under the applicable laws.

Monitoring of Utilization of Funds:

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

3. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 13th February, 2026 ("Relevant Date") being the date 30 days prior to the date of the shareholders' meeting proposed to be held on Tuesday, 17th March, 2026, to consider the preferential issue; and since the date falling 30 days prior thereto, i.e., Sunday, 15th February, 2026, is a weekend/holiday, the immediately preceding working day, i.e., Friday, 13th February, 2026, has been considered as the Relevant Date.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on the NSE Emerge Platform of the National Stock Exchange of India Limited (“NSE”).

The Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the trading volume of the Equity Shares was higher on NSE during the 90 trading days preceding the Relevant Date for the purpose of computation of the issue price.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 159/- (Rupees One Hundred and Fifty-Nine Only) on preceding the relevant date and the price per warrant to be issued is fixed at Rs. 159/- (Rupees One Hundred and Fifty-Nine Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 trading days prior to the relevant date, it is not required to re-compute the price per warrant to be issued and therefore, the Company is not required to submit the undertaking specified under the Regulations 163(1)(g) and 163(1)(h) of the SEBI (ICDR) Regulations, 2018 as amended as on date.

5. Report of Independent Registered Valuer:

No report of the Registered Valuer is required for the offer, issue and allotment of the warrant convertible into fully paid-up Equity Shares under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

However, on voluntary basis in accordance with Regulation 166A of the ICDR Regulations, the company has obtained valuation report dated February 14, 2026, from Mr. Pramod Prabhakar Jha, an Independent Registered Valuer (IBBI Regd. No. IBBI/RV/16/2021/14342) having office at 101, Shiv Samarth, Building No. 49, Near Pantnagar Post Office, Pantnagar, Ghatkopar (East), Suburban, Mumbai, Maharashtra – 400075 and the price determined by such Independent Registered Valuer is Rs. 159/- (Rupees One Hundred and Fifty-Nine Only) per share and same has been published on the website <https://www.vgipl.com>.

6. Intent of the Promoters, Promoter Group, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue, contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

None of the Directors or Key Managerial Personnel of the Company, except Mr. Sachin Purushottam Pande (Promoter and Managing Director) and Mr. Avinash Narayanrao Shende (Promoter, Chairman, Executive Director and Chief Financial Officer) and their immediate relatives namely Mrs. Shilpa Avinash Shende, Ms. Siddhanti Avinash Shende, Mr. Tanmay Avinash Shende, Mrs. Sampada Sachin Pande and Ms. Samruddhi Sachin Pande, intends to subscribe to any of the Warrants Convertible into Equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

7. Time frame within which the allotment shall be completed:

The warrants convertible into equity shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of receipt of Member's approval, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the NSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or such other time as may be prescribed or permitted by the SEBI, Stock Exchanges or other relevant authorities.

8. Equity Shareholding Pattern before and after the Preferential Issue:

Sr . N o.	Category of Shareholder	Pre-Issue#		No. of warrants to be allotted (Present)	Post Issue*	
		No. of Share Held	% of Share Holding		No. of Share Held	% of Share Holding
A.	Promoters & Promoter Group Holding					
1	Indian					
a.	Individual	1,61,64,204	65.00	12,43,432	1,74,07,636	66.67
b.	Body Corporate	-	-		-	-
	Sub Total	1,61,64,204	65.00	12,43,432	1,74,07,636	66.67
2	Foreign promoter	-	-		-	-
	Sub Total (A)	1,61,64,204	65.00	12,43,432	1,74,07,636	66.67
B.	Non-promoter holding					
1.	Institutional Investor					
a.	Alternate Investment Funds	4,80,000	1.93	-	4,80,000	1.84
b.	NBFCs registered with RBI	71,000	0.29	-	71,000	0.27
c.	Other Financial Institutions	13,000	0.05		13,000	0.049
a.	Foreign Portfolio Investors Category I	3,15,000	1.27		3,15,000	1.20
2.	Non-Institutional					
a.	Relatives of promoters (other than 'immediate relatives' of promoters disclosed under 'Promoter and Promoter Group')	-	-		-	-
b.	Investor Education and Protection Fund (IEPF)	-	-		-	-
c.	Body Corporate	10,13,874	4.08		10,13,874	3.88
d.	Resident Individuals holding nominal share capital upto Rs. 2	36,18,349	14.55		36,18,349	13.86
e.	Resident Individuals holding nominal share capital in excess of	22,13,797	8.90		22,13,797	8.48
f.	Non-Resident Indians	3,81,124	1.53		3,81,124	1.46
g.	Foreign Companies	1,88,013	0.76		1,88,013	0.72
h.	Any other	4,10,274	1.65		4,10,274	1.57
	Sub Total (B)	87,04,431	35.00		87,04,431	33.33
	Grand Total (A+B)	2,48,68,635	100.00		2,61,12,067	100.00

The pre-issue shareholding pattern is as on 31 December, 2025 considering the paid-up capital on fully diluted basis.

*The Post-Issue Shareholding Percentage has been calculated based on the fully diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

9. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Sr. No.	Name of the Proposed Allottees	Name of beneficial owners of proposed allottee of share warrants
1.	NA	NA

10. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No	Name of the Proposed Allottees	Pre- issue Shareholding (No. of Shares)	Pre-issue Shareholding (%)	No. of warrants to be allotted	Post- issue Shareholding (No. of Shares)*	Post issue Shareholding (%)*
1.	Avinash Narayanrao Shende	74,80,698	30.0809	4,96,716	79,77,414	30.5507
2.	Sachin Purushottam Pande	74,80,698	30.0809	4,96,716	79,77,414	30.5507
3	Shilpa Avinash Shende	6,00,120	2.4132	75,000	6,75,120	2.5855
4	Sampada Sachin Pande	6,00,120	2.4132	75,000	6,75,120	2.5855
5	Samruddhi Sachin Pande	-	-	50,000	50,000	0.1915
6	Siddhanti Avinash Shende	-	-	25,000	25,000	0.0957
7	Tanmay Avinash Shende	-	-	25,000	25,000	0.0957
Total		1,61,61,636	64.9880	12,43,432	1,74,05,068	66.6553

**The Post-Issue Shareholding Percentage has been calculated based on the fully diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.*

11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Avinash Narayanrao Shende	Promoter	Promoter
2.	Sachin Purushottam Pande	Promoter	Promoter
3	Shilpa Avinash Shende	Promoter Group	Promoter Group
4	Sampada Sachin Pande	Promoter Group	Promoter Group
5	Samruddhi Sachin Pande	Immediate Relative of Promoter	Promoter Group
6	Siddhanti Avinash Shende	Immediate Relative of Promoter	Promoter Group
7	Tanmay Avinash Shende	Immediate Relative of Promoter	Promoter Group

12. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the issue of the warrants Convertible into Equity Shares.

13. Undertaking as to re-computation of price and lock-in of specified securities:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 trading days, the price re-computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

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

During the financial year 2025-26, the Company has not made any allotment on preferential basis.

15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable.

16. Lock-in period:

In accordance with Chapter V, Regulation 167 of the SEBI ICDR Regulations and any other applicable provisions of applicable laws for the time being in force, the specified securities, allotted on a preferential basis to the promoters or promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be. Not more than twenty per cent. of the total capital of the issuer shall be locked-in for 18 (Eighteen) months from the date of trading approval and equity shares allotted in excess of the twenty per cent shall be locked-in for six months from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

In case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

17. Listing:

The Company will make an application to National Stock Exchange of India Limited ('NSE') where the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares, in all respects, including voting rights and dividend.

18. Practicing Company Secretary Certificate:

A certificate from M/s. Aabid & Co., Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link <https://www.vgipl.com>.

19. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters, promoter group or directors is a willful defaulter or fraudulent borrower:

Neither the Company nor any of its promoters, promoter group and directors is a willful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations.

20. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

- a) Tenure:** The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.
- b) Conversion and other related matters:**
 - (i) The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10/- (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("Conversion Notice") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("Conversion Date").
 - (ii) The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
 - (iii) Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law to issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the Warrant holder in lieu of the relevant Warrants.
 - (iv) The Company shall file the certificate from the Statutory Auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) & (5) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

21. Other disclosures/undertaking

- i) The Company, its Promoters, Promoter Group and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii) None of its Directors or promoters, promoter group are fugitive economic offenders as defined under the ICDR Regulations.
- iii) The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- iv) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;

- v) The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- vi) The Company is in compliance with the conditions for continuous listing;
- vii) The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- viii) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- ix) No person belonging to the promoters/ promoter group has previously subscribed to any warrants of the company during the last one year;
- x) The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

Accordingly, the approval of the Members of the Company is hereby sought by way of Special Resolution for authorizing the Board of Directors of the Company to offer, issue and allot convertible warrants as specifically described in the resolutions set out at Item No. 3 of this Notice.

A copy of the latest Memorandum of Association and the Articles of Association of the Company will be available for inspection in the manner provided in this EGM Notice. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

None of the Directors of the Company and their relatives, except Mr. Avinash Narayanrao Shende and Mr. Sachin Purushottam Pande, namely Mrs. Shilpa Avinash Shende, Ms. Siddhanti Avinash Shende, Mr. Tanmay Avinash Shende, Mrs. Sampada Sachin Pande and Ms. Samruddhi Sachin Pande, are concerned or interested, financially or otherwise, directly or indirectly, in the resolution set forth as Resolution No. 3 of this Notice.

The Board believes that the proposed issue of warrants is in the best interest of the Company and its Members and therefore recommends the item mentioned in Item No.3 to be approved by a Special Resolution.

By Order of the Board of Directors
For **VIRTUAL GALAXY INFOTECH LIMITED**

Sd/-
Anjali Vinay Padhye
Company Secretary & Compliance Officer

Place: Nagpur
Date: 14th February, 2026