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Date: 6th November 2026

To,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra- Kurla Complex,
Bandra (East), Mumbai – 400 051

Symbol: VIESL

Dear Sir/Madam,

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Dispatch of Postal Ballot Notice of the Company

Dear Sir/Madam,

Please find enclosed herewith Postal Ballot Notice, together with the explanatory statement thereto, seeking consent of the Members of the Company in respect of the following Resolution through voting by electronic means ("e-voting"):

Particulars	Type of Resolution
Appointment of Ms. Vasanti Mitesh Ambani (DIN: 10337501) as an independent director of the company:	Special
Alteration/Modification of the Articles of Association of Vision Infra Equipment Solutions Limited ("Company") By Incorporation of a New Article 66A in respect of the Appointment of a Nominee Director	Special

In compliance with the various MCA / SEBI circulars, the aforesaid Postal Ballot Notice has been duly sent / dispatched today i.e. November 6, 2026, electronically to the Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date i.e., Friday, October 30, 2026. The Members whose email address is not registered are requested to register their e-mail address by following the procedure set out in the notes to the Notice. The Company has engaged MUFG Intime India Private Limited for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	Saturday, November 07, 2026 (9.00 a.m. IST)
End of e- Voting	Sunday, December 06, 2026 (5.00 p.m. IST)

The Postal Ballot Notice is also available on the Company's website at https://www.visioninfraindia.com/. The results along with Scrutinizer's Report will be announced within 2 Working days of last date of e-voting. The said results along with Scrutinizer's Report will be uploaded on the Company's website https://www.visioninfraindia.com/ and on the website of RTA i.e. at https://in.mpms.mufg.com/

Kindly take the same on your records

Thanking You,
For Vision Infra Equipment Solutions Limited

SACHIN VINOD GANDHI
Digitally signed by SACHIN VINOD GANDHI
Date: 2026.11.06 16:57:15 +05'30'

Sachin Vinod Gandhi
Managing Director
DIN: 09857165

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Postal Ballot Notice

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of Companies (Management & Administration) Rules, 2014).

To the Members of the Company,

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**"Companies Act"**), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**"Rules"**), (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (**"SS-2"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, it is proposed to seek the consent of the members (**"Members"**) of **VISION INFRA EQUIPMENT SOLUTIONS LIMITED** (**"Company"**), for the resolutions appended below, through Remote Electronic Voting (**"E-Voting"**) only.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended, Pursuant to Rule 22(5) of the Rules.

The Board of Directors (**"Board"**) in its meeting held on November 05, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and E-Voting process in a fair and transparent manner. He has communicated her willingness to be appointed and will be available for the said purpose.

Section 110 of the Act and the Rules provide for passing of resolution by postal ballot. In terms of said Section of the Act and the Rules, a company may, and in case of resolution relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution (other than ordinary business and any business in respect of which directors or auditors have right to be heard at any meeting) passed by means of postal ballot, instead of transacting the business in general meeting of the Company.

Further, in terms of the circulars issued by the Ministry of Corporate Affairs (**"MCA"**) vide its General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**"General Circulars"**) (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"SEBI Listing Regulations"**), and other applicable provisions of the Act, rules, circulars and notifications issued thereunder, that the resolution(s) appended below are proposed to be passed by the shareholders of the **VISION INFRA EQUIPMENT SOLUTIONS LIMITED** (**"Company"**) through postal ballot by remote e-Voting process (**"E-Voting"**).

The requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. In compliance with the provisions of the Companies Act, SEBI Listing Regulations and the MCA Circulars, the Postal Ballot through remote E-Voting is being initiated to transact

business(es) as set out in this Notice. The Company has engaged MUFG Intime India Private Limited for facilitating the remote e-voting system. The remote e-voting period commences on Saturday, November 07, 2026 (9.00 a.m. IST), and ends on Sunday, December 06, 2026 (5.00 p.m. IST). The cut-off date for the purpose of determining eligibility of members for voting has been fixed as **Friday, October 30, 2026** (**"Cut-off Date"**). Notice of the Postal Ballot will also be available on the Company's website : https://www.visioninfraindia.com/ websites of the NSE Limited (**"Stock Exchange"**) https://www.nseindia.com/ and on the website of RTA i.e. at https://in.mpms.mufg.com/ members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

The resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration. The Board of Directors of the Company (**"Board"**), at its meeting held on November 05, 2026 has appointed M/s. Nikunj Kanabar & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. In compliance with the requirements of the MCA Circulars, Members are required to communicate their assent or dissent through the remote e-voting system only. You are requested to carefully read all the instructions given in the Notes. E-Voting shall commence on Saturday, November 07, 2026 (9.00 a.m. IST), and ends on Sunday, December 06, 2026 (5.00 p.m. IST). The Scrutinizer shall submit his report to the Chairman of the Company after completion of scrutiny of the e-voting on or before December 08, 2026 and, the results of the voting shall be declared by the Chairman of the Company on or before December 08, 2026, at Company's Registered Office. The results along with the Scrutinizer's Report will be placed on the Company's website i.e., https://www.visioninfraindia.com/ and on the e-voting system link of MUFG Intime India Private Limited i.e., at https://instavote.linkintime.co.in/ The same shall simultaneously be communicated to the NSE Limited on which the shares of the Company are listed.

Members should note that in terms of the General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-Voting facility to all its shareholders to cast their votes electronically and no physical ballot form is being dispatched by the Company. The shareholders holding equity shares whether in dematerialised form or in physical form, shall be able to vote by way of e-Voting.

ITEM NO. 1 APPOINTMENT OF MS. VASANTI MITESH AMBANI (DIN: 10337501) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee and consent of Board of Directors, the approval of Members of the Company be and is hereby accorded for the appointment of Ms. Vasanti Mitesh Ambani (DIN: 10337501) who was appointed as an additional director in the capacity of Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by

rotation, for a term of 5 (five) consecutive years with effect from 09th September 2026 to 08th September 2031.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Ms. Vasanti Mitesh Ambani (DIN: 10337501) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to file, sign verify and execute all such e-forms, papers or documents, as maybe required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members."

ITEM NO. 2. ALTERATION/MODIFICATION OF THE ARTICLES OF ASSOCIATION OF VISION INFRA EQUIPMENT SOLUTIONS LIMITED ("COMPANY") BY INCORPORATION OF A NEW ARTICLE 66A IN RESPECT OF THE APPOINTMENT OF A NOMINEE DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Sections 5, 14, 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Rule 18(3)(e) of the Companies (Share Capital and Debentures) Rules, 2014 and other rules made under the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 ("**SEBI DT Regulations**"), the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Secretarial Standards issued by the Institute of Company Secretaries of India, each as amended, modified, or restated from time to time, and subject to such approvals, consents and permissions as may be necessary, the consent of the shareholders ("**Members**") of the Company be and is hereby accorded to alter and modify the Articles of Association of the Company ("**Articles**") by incorporating a new Article 66A immediately after existing Article 66 and before existing Article 67, which reads as below:

"**66A. Directors nominated by the Debenture Trustee, Central Government, State Government etc.**

(a) Pursuant to the Companies Act, 2013 including Section 161(3) of the Act and other provisions thereof and all rules and regulations thereof, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**"), the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 ("**SEBI DT Regulations**"), and other applicable laws, notwithstanding any provision of these Articles of Association, so long as any non-convertible debentures ("**Debentures**") that have been issued by the Company are listed on any recognized stock exchange in India and are outstanding, a debenture trustee appointed in respect of such

Debentures (any such person, a "**Debenture Trustee**") shall, to the extent required by the SEBI NCS Regulations and the SEBI DT Regulations, have the right to appoint a nominee director on the Board ("**Nominee Director**"). The Board shall make such appointment at the earliest and, in any event within 1 (one) month from the date of receipt of the nomination notice from the debenture trustee, or within such other time period as may be prescribed under applicable law.

(b) The appointment of a Nominee Director shall be made by the Board at a duly convened meeting and shall be subject to the director identification number (DIN) of such director, consent to act, disclosures of interest and declarations of eligibility and non-disqualification in the prescribed forms, and any other applicable regulatory approvals.

(c) The nominating person/entity may withdraw the nomination and nominate another eligible person as a substitution, in accordance with the terms of the applicable law or agreement.

(d) A Nominee Director shall hold office until the redemption or discharge of the relevant Debentures in respect of which the nomination was made, unless the nomination is withdrawn earlier.

(e) A Nominee Director shall vacate office on withdrawal of the nomination, resignation, removal, or the occurrence of any event specified in Section 167 of the Companies Act, 2013 or other applicable law.

(f) A Nominee Director shall not be required to hold qualification shares.

(g) To the extent permitted by Section 152(6) of the Companies Act, 2013 and other applicable law, a Nominee Director shall not be liable to retire by rotation.

(h) A Nominee Director shall not be regarded as an independent director for the purposes of the Companies Act, 2013 or SEBI LODR Regulations.

(i) Subject to the applicable law, a Nominee Director shall have the same rights, duties, responsibilities and liabilities as any other director.

(j) A Nominee Director shall act in accordance with Section 166 of the Companies Act, 2013 and in the best interests of the Company, and shall comply with the Company's codes and policies, including those relating to conflict of interest, confidentiality and prevention of insider trading.

(k) A Nominee Director shall be entitled to receive notices, agendas and papers of, and to attend, meetings of the Board, and meetings of any committee(s) of the Board, subject to applicable law, confidentiality obligations and conflict of interest requirements. A Nominee Director may attend meetings of the Board and committee(s) of the Board only as an invitee and shall not be entitled to vote. A Nominee Director may form part of a committee, as permitted under the applicable law and the composition of such committee meeting.

(l) Nothing in this Article 66A shall override any statutory requirement, approval, eligibility condition or procedure under the Companies Act, 2013, any regulations or any other applicable law."

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"**RESOLVED FURTHER THAT** the Board (including any committee thereof) and the Company Secretary be and are hereby severally authorized to:

(a) finalize, sign and file the altered Articles, Form MGT-14 and all other forms, returns and documents with the registrar of companies and the stock exchanges;

(b) to make necessary entries and annotations in every copy of the Articles;

(c) to issue certified copies; and

(d) to do all such acts, deeds, matters and things necessary or expedient to give effect to this resolution, including accepting such modifications as may be required by any regulatory authority, provided that such modifications do not materially alter the substance of the resolution approved by the Members."

"**RESOLVED FURTHER THAT** copies of the above resolutions certified to be true copies by any Director or the Company Secretary of the Company be furnished to such persons as may be deemed necessary."

By Order of Board,
For Vision Infra Equipment Solutions Limited

Sd/-
Sachin Vinod Gandhi
Managing Director
DIN: 09857165

Place: Pune
Date: November 05, 2026

Registered Office:
Shop No 401-405, Bhawani,
International Business Bay, Bhavani Peth,
Pune, Maharashtra, India, 411042
CIN: L77309PN2024PLC227226

Notes:

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1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**"Act"**) setting out material facts relating to the business stated are annexed hereto.

2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, October 30, 2026** (**"Cut-Off Date"**) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants/Depositories.

3. This Postal Ballot Notice will also be available on the Company's website at: https://www.visioninfraindia.com/ websites of the Stock Exchange, that is, NSE Limited https://www.nseindia.com/ and on the website of MUFG Intime India Private Limited at: https://instavote.linkintime.co.in/.

4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. (i) Member who have not registered their e- mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company (https://www.visioninfraindia.com/) and Registrar (MUFG Intime India Private Limited) of the Company (www.in.mpms.mufg.com) duly filled and signed along with requisite supporting documents to the Company Registered Office address and Registrar at C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.

5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of MUFG Intime India Private Limited as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.

8. The e-voting period commences at 9:00 a.m. (IST) on Saturday, November 07, 2026 (9.00 a.m. IST), and ends on Sunday, December 06, 2026 (5.00 p.m. IST). Members of the Company holding shares in physical or electronic form as on the Cut - Off Date may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited for voting thereafter.

9. The vote in this Postal Ballot cannot be exercised through proxy.

10. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at enotices@in.mpms.mufg.com or Issuer / RTA. However, if you are already registered with MUFG Intime India Private Limited for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on https://instavote.linkintime.co.in/. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in this Notice under "Access to MUFG Intime India Private Limited E-voting system".

11. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of e-voting. Members seeking to inspect such documents can send an email to: cs@visioninfraindia.com .

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

The e-voting period commences at 9:00 a.m. (IST) on Saturday, November 07, 2026 (9.00 a.m. IST), and ends on Sunday, December 06, 2026 (5.00 p.m. IST). The e-voting module shall be disabled by MUFG Intime India Private Limited 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. Friday, October 30, 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 October 30, 2026.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, 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 correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

Enter the OTP received on your registered email ID/ mobile number and click on login.

Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". Enter IDeAS User ID, Password, Verification code & click on "Log-in".

Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

Enter the last 4 digits of your bank account / generate 'OTP'

Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

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

Google Play App Store

METHOD 3 - NSDL e-voting website

Visit URL: https://www.evoting.nsdl.com

Click on the "Login" tab available under 'Shareholder/Member' section.

Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

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Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

Visit URL: https://www.cdslindia.com.

Go to e-voting tab.

Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

Enter existing username, Password & click on "Login".

Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

Proceed with updating the required fields for registration.

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Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

Login to DP website

After Successful login, user shall navigate through "e-voting" option.

Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

Visit URL: https://instavote.linkintime.co.in & click on **"Login"** under 'SHARE HOLDER' tab.
Enter details as under:
User ID: Enter User ID
Password: Enter existing Password
Enter Image Verification (CAPTCHA) Code
Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")



Shareholders not registered for INSTAVOTE facility:

Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:

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User ID: Enter User ID
PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No + Folio no. registered with the Company

DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

Enter Image Verification (CAPTCHA) Code.

Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

Select 'View' icon. E-voting page will appear.

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

Visit URL: https://instavote.linkintime.co.in

Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

Fill up your entity details and submit the form.

A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

Click on "Investor Mapping" tab under the Menu section

Map the Investor with the following details:

'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

'Investor's Name - Enter Investor's Name as updated with DP.

'Investor PAN' - Enter your 10-digit PAN.

'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

Click on "Votes Entry" tab under the Menu section.

Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

Enter "16-digit Demat Account No.".

Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

After successful login, you will see "Notification for e-voting".

Select "View" icon for "Company's Name / Event number".

E-voting page will appear.

Download sample vote file from "Download Sample Vote File" tab.

Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

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Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

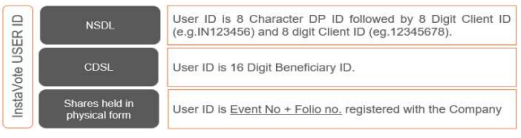
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

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 request at evoting@nsdl.co.in 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 request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in
Click on **"Login"** under 'SHARE HOLDER' tab.
Further Click on **"forgot password?"**
Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
Click on "SUBMIT".



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In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab

Further Click on **"forgot password?"**

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).

Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 and 2 of the accompanying Notice.

Item No. 1:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on September 09, 2026, recommended the appointment of Ms. Vasanti Mitesh Ambani (DIN: 10337501) as an additional director in the capacity of Non-executive Independent Director, and subsequently, as an Independent Director, not liable to retire by rotation, for a term of five consecutive years with effect from September 09, 2026.

Ms. Vasanti Ambani is a seasoned professional with over more than Four years of experience in the financial services sector, specializing in debt collection and recovery. With more than two years of hands-on expertise in the debt collection department, she has demonstrated strong analytical and negotiation skills, ensuring effective resolution of outstanding accounts. Leveraging her industry knowledge, Ms. Vasanti Ambani has successfully founded and currently operates her own consulting business, offering tailored financial and collection solutions to clients. Her entrepreneurial spirit, combined with a deep understanding of collection strategies and financial compliance, makes her a trusted advisor in the field.

Ms. Vasanti Mitesh Ambani (DIN: 10337501) has given her consent to act as a Director in terms of Section 152 of the Companies Act, 2013 ("Act"). Further, the Company had received in writing a notice in terms of Section 160 of the Act, from a member, signifying her candidature as a Director. Ms. Vasanti Mitesh Ambani (DIN: 10337501) has also given a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Ms. Vasanti Mitesh Ambani (DIN: 10337501) is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and she is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Ms. Vasanti Mitesh Ambani (DIN: 10337501) has registered herself in the databank of independent directors.

Further, the Board of Directors of the Company is of the opinion that Ms. Vasanti Mitesh Ambani (DIN: 10337501) is possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and she is independent of the management of the Company.

Ms. Vasanti Mitesh Ambani (DIN: 10337501) will be entitled to a remuneration by way of sitting fees as approved by the Board of Directors from time to time.

The Board recommends the resolution for the approval of Members by way of a **Special Resolution**.

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The brief profile of Ms. Vasanti Mitesh Ambani (DIN: 10337501) is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in **Annexure – A** to the Notice.

Except Ms. Vasanti Mitesh Ambani, None of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2:

The existing Articles of Association of the Company, including Article 66, do not expressly require or authorise the Board to appoint a director nominated by a debenture trustee. Regulation 23(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("**SEBI NCS Regulations**") mandates an issuer that is a company to ensure that the articles of association rticles of such issuer require the board of directors to appoint the person nominated by the debenture trustee under Regulation 15(1)(e) of the SEBI DT Regulations as a nominee director. Section 161(3) of the Companies Act, 2013 ("**Act**") allows the Board to appoint a director nominated by an institution under a law or an agreement only if authorised by the Articles of the Company. Further, Regulation 23(6) of the SEBI NCS Regulations independently requires the debenture trustee to appoint a nominee director on the occurrence of events set out in Regulation 15(1)(e) of the SEBI DT Regulations. It is therefore proposed to incorporate a new Article 66A.

The Company has recently issued listed non-convertible debentures ("**Debentures**") on August 27, 2026 and September 29, 2026, which are listed on the wholesale debt market segment of the National Stock Exchange of India Limited.

As the Company is a first-time issuer of listed debt securities, it is required under the master circular dated October 15, 2025 on "*Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper*" to amend its Articles within 6 (six) months from the date of listing of the Debentures. The Debentures were listed on 31st August, 2026, and accordingly, the amendment is required to be completed by 28th February, 2027.

The Board of Directors, at its meeting held on November 05, 2026, approved the proposed alteration of the Articles, subject to the approval of the Members.

Paragraph (a) of Article 66A requires the Board to appoint the person nominated by the debenture trustee on the occurrence of the events specified in clause(e) of sub-regulation (1) of regulation 15 of the SEBI DT Regulations.

It is hereby clarified that a nominee director is not being appointed under this resolution, and no event giving rise to the nomination right has occurred as on the date of this Notice.

Further, the new Article 66A contemplates the following key safeguards.

(a) **Process:** The Board makes each appointment at a duly convened meeting, subject to the nominee's DIN, consent, disclosures and declarations of eligibility and non-disqualification.
(b) **Member approval:** The appointment is placed before Members at the next general meeting or within three months of appointment, whichever is earlier, under Regulation 17(1C) of SEBI LODR Regulations. If the Members do not approve, the Debenture Trustee's right to nominate a person continues.
(c) **Tenure:** A nominee of the debenture trustee holds office until the relevant debentures are redeemed or discharged, unless the nomination is withdrawn earlier.
(d) **Status and duties:** A nominee director is not an independent director.
(e) **Rotation:** The nominee of the Debenture Trustee is not required to hold qualification shares, and to the extent permitted by Section 152(6) of the Act, does not retire by rotation.
(f) **Board size and composition:** The appointment is subject to Section 149(1) of the Act and to the Board and committee composition requirements, including the proportion of independent directors under SEBI LODR Regulations.
(g) **Committees:** A nominee director attends committee meetings only as an invitee, and shall not be entitled to vote.

The alteration requires approval of the Members by a Special Resolution in terms of Sections 5 and 14 of the Act. The Company shall file the Special Resolution and the altered Articles with the registrar of companies in Form MGT-14 within 30 (thirty) days, in accordance with Sections 117 and 14(2) of the Act, and make the necessary disclosures to the stock exchanges under Regulation 30 of SEBI LODR Regulations. Every copy of the Articles issued after registration of the alteration will reflect the proposed Article 66A, in accordance with Section 15 of the Act.

The copies of the existing Articles, the draft amended Articles incorporating the proposed Article 66A are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11:00 a.m. and 05:00 p.m. up to the date of the meeting, and electronically on request to cs@visioninfraindia.com, in accordance with applicable law and Secretarial Standard-2.

It is hereby clarified that none of the directors or key managerial personnel of the Company, or their relatives, is concerned or interested, financially or otherwise, in the resolution at Item No. 2, except to the extent of their shareholding, if any, in the Company. No person has been nominated or is proposed to be appointed as a nominee director under this resolution.

The Board considers the proposed alteration to be in the interests of the Company and recommends the special resolution at Item No. 2 of this notice for the approval of the Members.

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Annexure – A

The relevant details of Directors who is proposed to be re-appointed Directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

Name of the Director	Ms. Vasanti Mitesh Ambani
Director Identification Number	10337501
Date of Birth	15/03/1994
Age	32
Date of Appointment	09/09/2026
Qualification	B.A., M.A., B.ED.
Terms and Conditions of appointment	As detailed in the respective resolution and Explanatory statement.
Brief Resume of the Director & Experience and expertise in Specific functional Area	Ms. Vasanti Mitesh Ambani is a seasoned professional with over Four years of experience in the financial services sector, specializing in debt collection and recovery. With more than two years of hands-on expertise in the debt collection department, she has demonstrated strong analytical and negotiation skills, ensuring effective resolution of outstanding accounts. Leveraging her industry knowledge, Ms. Vasanti Ambani has successfully founded and currently operates her own consulting business, offering tailored financial and collection solutions to clients. Her entrepreneurial spirit, combined with a deep understanding of collection strategies and financial compliance, makes her a trusted advisor in the field.
Other listed companies in which she holds Directorship and Membership of Committee of Board (along with listed entities from which she has resigned in the past three years)	1. RSC International Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member), 2. Olatech Solutions Limited- Audit Committee (Member), Nomination and Remuneration Committee (Chairman), Stake holder Relationship Committee (Chairman) 3. Ceenik Exports India Limited - Audit Committee (Member), Nomination and Remuneration Committee (Member)
Chairperson/ Member of Committee(s) of Board of Directors of the Company	Not Applicable
Shareholding of non-executive directors [in the listed entity, including shareholding as a beneficial owner];	Not Applicable
Shareholding in the Company (Equity)	Not Applicable

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Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not Applicable
The number of Meetings of the Board attended during the year	Not Applicable
Justification for choosing the appointee for appointment	In the opinion of the Board, Ms. Vasanti Mitesh Ambani possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.

By Order of Board,
For Vision Infra Equipment Solutions Limited

Sd/-
Sachin Vinod Gandhi
Managing Director
DIN: 09857165

Place: Pune
Date: November 05, 2026

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