#NewBharat #NewVision

Date: November 17, 2025

To,
National Stock Exchange of India Ltd.
Address: Exchange Plaza" Plot no. C/1,
G Block, Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

NSE Scrip Symbol: VIESL

Subject: Intimation of Extra Ordinary General Meeting of the Company pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Sir/Madam,

Please note that Extra Ordinary General Meeting ('EGM') of Vision Infra Equipment Solutions Limited will be held on Wednesday, 10th December 2025 at 04.00 p.m. at the registered office of the Company situated at Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune, Pune City, Maharashtra, India, 411042 in compliance with the circulars issued and Securities and Exchange Board of India ('SEBI') and all other applicable laws.

Kindly acknowledge and oblige.

Yours faithfully,

For Vision Infra Equipment Solutions Limited

SACHIN VINOD GANDHI
Digitally signed by SACHIN VINOD GANDHI
Date: 2025.11.17 17:23:40 +05'30'

Sachin Vinod Gandhi
(Managing Director, DIN: 09857165)
Address: Vadgaon Anand at Post,
Alephata, Junnar, Pune, Maharashtra
412411, India.

VISION INFRA EQUIPMENT SOLUTIONS LIMITED
Registered Office: Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune – 411042, Maharashtra, India
CIN: L77309PN2024PLC227226 **Email:** cs@visioninfraindia.com
Website: www.visioninfraindia.com **Contract:** +91-20-2644 0999

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of M/s. Vision Infra Equipment Solutions Limited will be held on Wednesday, December 10, 2025 at 04:00 P.M. at the Registered office of the Company at Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune – 411042 to transact the following business:

Special Business:

I. ALTERATION IN CLAUSE 8 OF THE ARTICLES OF ASSOCIATION:

*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 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting new Clause i.e., 8. i. of Articles of Association of the Company with the following Article:

8. i. Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution."

II. INCREASE IN AUTHORISED SHARE CAPITAL

*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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for increasing 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 Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Thousand) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) each by creating additional Rs. 10,00,00,000 (Rupees Ten Crores Only) Equity Shares of Rs. 10/- each ranking *pari passu* with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 read with Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Shareholders of the Company, the existing clause V of the Memorandum of Association of the Company be substituted as follows:

> ***V*** ***"****The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) each."*

RESOLVED FURTHER THAT any of the Directors the Company, be and is hereby authorized to sign and file all necessary documents and forms as may be deemed necessary in this connection with the Registrar of Companies and to do all such acts, deeds and things as may be necessary and expedient for giving effect to this resolution."

III. ISSUANCE OF CONVERTIBLE WARRANTS TO THE PROMOTERS AND NON-PROMOTER CATEGORIES OF PERSONS, ON A PREFERENTIAL BASIS.:

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 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and NSE Emerge, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches:-

i. Upto 53,63,336 (Fifty Three Lacs Sixty Three Thousand Three Hundred Thirty Six) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 250/- (Rupees Two Hundred Fifty Only) (Warrant Issue Price) per Warrant aggregating to Rs. 1,34,08,34,000/- (Rupees One Hundred Thirty Four Crores Eight Lacs Thirty Four Thousand Only) to the Promoters and Non-Promoter categories of persons (hereinafter "issue of Warrants") as follows:

Details of Proposed Allottees

Sr. No.	Name of the Proposed Allottee	No. of Warrants to be allotted	Current Status / Category	Proposed Status / Category
1.	Sachin Vinod Gandhi	10,31,112	Promoter	Promoter
2.	Chetan Vinod Gandhi	10,31,112	Promoter	Promoter
3.	Sameer Sanjay Gandhi	10,31,112	Promoter	Promoter
4.	Mukul Mahavir Agrawal	12,00,000	Non-Promoter	Non-Promoter
5.	Sonali Jain	1,60,000	Non-Promoter	Non-Promoter
6.	Indu Jain	1,00,000	Non-Promoter	Non-Promoter
7.	Garima Chordia	1,00,000	Non-Promoter	Non-Promoter
8.	Prateek Jain	1,00,000	Non-Promoter	Non-Promoter
9.	Manish Kiritkumar Shah (HUF)	80,000	Non-Promoter	Non-Promoter
10.	Sanjay Popatlal Jain	75,000	Non-Promoter	Non-Promoter
11.	Nilesh Popatlal Bhandari	50,000	Non-Promoter	Non-Promoter
12.	Amit Munot HUF	40,000	Non-Promoter	Non-Promoter
13.	Ayush Munot	40,000	Non-Promoter	Non-Promoter
14.	Saurv Jain	40,000	Non-Promoter	Non-Promoter
15.	Sunrise Investment Opportunities Fund	40,000	Non-Promoter	Non-Promoter
16.	Tushar Aggarwal	40,000	Non-Promoter	Non-Promoter
17.	Nexta Enterprises LLP	40,000	Non-Promoter	Non-Promoter
18.	Kamal Kothari	20,000	Non-Promoter	Non-Promoter
19.	Arun Kothari	20,000	Non-Promoter	Non-Promoter
20.	Purnima Lodha	20,000	Non-Promoter	Non-Promoter
21.	Alka Bhargava	20,000	Non-Promoter	Non-Promoter
22.	Nilesh Prakash Pokharna	15,000	Non-Promoter	Non-Promoter
23.	Advitya Chopra	10,000	Non-Promoter	Non-Promoter
24.	Arun Mehta	10,000	Non-Promoter	Non-Promoter
25.	Ramesh Sethia	10,000	Non-Promoter	Non-Promoter
26.	Santosh Bhansali	10,000	Non-Promoter	Non-Promoter
27.	Varun Kumar	10,000	Non-Promoter	Non-Promoter
28.	Vinit Jain	10,000	Non-Promoter	Non-Promoter
29.	Rohan Daga	10,000	Non-Promoter	Non-Promoter
	Total	**53,63,336**		

on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is the November 10, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a. The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.

Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

b. The said Warrants shall be issued and allotted by the Company to Promoters and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.

c. The Equity Shares allotted on conversion of the Warrants shall rank pari passu in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

d. The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee.

e. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules.

f. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.

g. That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.

h. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.

i. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

By order of the Board of Directors
For Vision Infra Equipment Solutions Limited

Sd/-
Dipali Rakesh Shah
Company Secretary

Place: Pune
Date: November 11, 2025

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

NOTES:

1. A shareholder entitled to attend and vote at the Extra Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on poll on behalf of him and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting. A person can act as proxy on behalf of shareholders not exceeding fifty (50) in number and holding in aggregate not more than 10% of the total share capital of the company.

2. Corporate shareholders intending to send their authorized representatives to attend the EGM are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EGM.

5. Notice of the EGM is also being sent through electronic mode to those Members whose email address is registered with the Company/ Depositories. Members may note that the Notice will also be available on the Company's website https://www.visioninfraindia.com/investor-relations/ website of the Stock Exchange, i.e on NSE at www.nseindia.com. For receiving all communication from the Company electronically members are requested to register/update their email addresses with the relevant Depository Participant.

6. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.

7. Shareholders/proxies are requested to bring their copies of the attendance slip duly filled in for attending the EGM.

8. Shareholders are requested to intimate, immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts.

9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts.

10. All documents referred to in the accompanying notice will be available for inspection at the corporate office of the company during business hours on all working days up to the date of declaration of the result of the EGM of the Company.

11. In case of joint holders attending the EGM, the shareholder whose name appears as the first holder in the order of name appears as per the Register of Members of the Company will be entitled to vote.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Sunday, December 07, 2025 at 9.00 a.m. and will end on Tuesday, December 09, 2025 at 5.00 p.m. The remote e-voting module shall be disabled by MUFG InTime 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. December 03, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being December 03, 2025.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility
Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Click on "Beneficial Owner" icon under "IDeAS Login Section".
c) 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.
d) 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:

a) 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
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
c) Enter the last 4 digits of your bank account / generate 'OTP'
d) 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 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) 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.
d) 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.
e) 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 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) 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.
e) 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 registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.
b) Enter existing username, Password & click on “Login”.
c) 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:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) 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.

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.

a) Login to DP website
b) After Successful login, user shall navigate through “e-voting” option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) 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 to InstaVote

Shareholders registered for INSTAVOTE facility:

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

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

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on **"Sign Up"** under 'SHARE HOLDER' tab & register with details as under:
   1. User ID: Enter User ID
   2. 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.
   3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
   4. 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 'D' above
      - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
   5. 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).
   6. Enter Image Verification (CAPTCHA) Code.
   7. 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).

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

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
B. Select 'View' icon. E-voting page will appear.
C. 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).
D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

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.

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

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. 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.
E. 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

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu Section
C. Map the Investor with the following details:

   1) '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.
   2) 'Investor's Name - Enter Investor's Name as updated with DP.
   3) 'Investor PAN' - Enter your 10-digit PAN.
   4) '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.

D. 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

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) 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".
d) Enter "16-digit Demat Account No.".

e) 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’.
f) 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

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) 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).

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:

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 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.
- Click **“forgot password?”**

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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
- Click **"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:

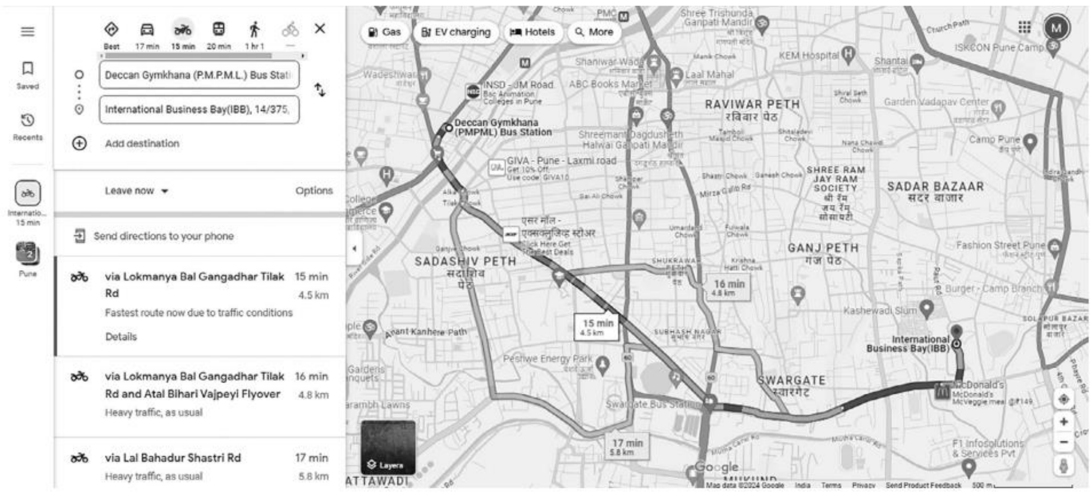
Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

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".

The Route map to the venue of the EGM as mentioned below:



Prominent Landmark: Ganesh Pride Co-op Society

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

Your Directors recommend Resolution at Item No. 1 as a Special Resolution for approval of the members

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 2:

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on November 11, 2025 had accorded its approval for increasing the Authorised Share Capital from existing Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) each by creating additional Rs. 10,00,00,000 (Rupees Ten Crores Only) Equity Shares of Rs. 10/- each subject to shareholder’s approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised 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 Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crores) divided into 3,50,00,000 (Three Crores Fifty Lacs) Equity Shares of having face value of Rs. 10/- (Rupees Ten Only) each and the new shares shall be ranking *pari-passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Special Resolution as set out at Item Number 2 of this Notice, for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at Item Number 2 of the Notice except to the extent of their shareholding.

Item No. 3:

The Board has proposed to raise fund by way of issue of Warrants convertible into Equity Shares to Promoters and Non-Promoter Categories of Persons on Preferential basis, for the purpose as detailed below.

The Board of Directors of the Company ("Board") in their meeting held on Tuesday, November 11, 2025 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 53,63,336 Warrants of Rs. 250/- each, convertible into 53,63,336 Equity Shares of Rs. 10/- each at issue price is Rs. 250/- (including premium of Rs. 240/- each) to Promoters and Non-Promoter categories of persons, in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the 'Act'), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Warrants convertible into Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a. **Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:** The Board of Directors of the Company at their meeting held on November 11, 2025 have, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of Convertible Warrants to Promoters and Non-Promoter categories of persons, on a preferential basis, for cash consideration ('Preferential Allotment') on the following manner:

i. Upto 53,63,336 (Fifty Three Lacs Sixty Three Thousand Three Hundred Thirty Six) convertible warrants ('Warrants'), each carrying a right exercisable by the Warrant Holder to subscribe to one Equity Share per Warrant, at a price of Rs. 250/- (Rupees Two Hundred Fifty Only) (Warrant Issue Price) per Warrant aggregating to Rs. 1,34,08,34,000/- (Rupees One Hundred Thirty Four Crores Eight Lacs Thirty Four Thousand Only) to the Promoters and Non-Promoter categories of persons (hereinafter "issue of Warrants") as follows:

Sr. No.	Name of the Proposed Allottee	No. of Warrants to be allotted	Current Status / Category	Proposed Status / Category
1.	Sachin Vinod Gandhi	10,31,112	Promoter	Promoter
2.	Chetan Vinod Gandhi	10,31,112	Promoter	Promoter
3.	Sameer Sanjay Gandhi	10,31,112	Promoter	Promoter
4.	Mukul Mahavir Agrawal	12,00,000	Non-Promoter	Non-Promoter
5.	Sonali Jain	1,60,000	Non-Promoter	Non-Promoter
6.	Indu Jain	1,00,000	Non-Promoter	Non-Promoter
7.	Garima Chordia	1,00,000	Non-Promoter	Non-Promoter
8.	Prateek Jain	1,00,000	Non-Promoter	Non-Promoter
9.	Manish Kiritkumar Shah (HUF)	80,000	Non-Promoter	Non-Promoter
10.	Sanjay Popatlal Jain	75,000	Non-Promoter	Non-Promoter

11.	Nilesh Popatlal Bhandari	50,000	Non-Promoter	Non-Promoter
12.	Amit Munot HUF	40,000	Non-Promoter	Non-Promoter
13.	Ayush Munot	40,000	Non-Promoter	Non-Promoter
14.	Saurv Jain	40,000	Non-Promoter	Non-Promoter
15.	Sunrise Investment Opportunities Fund	40,000	Non-Promoter	Non-Promoter
16.	Tushar Aggarwal	40,000	Non-Promoter	Non-Promoter
17.	Nexta Enterprises LLP	40,000	Non-Promoter	Non-Promoter
18.	Kamal Kothari	20,000	Non-Promoter	Non-Promoter
19.	Arun Kothari	20,000	Non-Promoter	Non-Promoter
20.	Purnima Lodha	20,000	Non-Promoter	Non-Promoter
21.	Alka Bhargava	20,000	Non-Promoter	Non-Promoter
22.	Nilesh Prakash Pokharna	15,000	Non-Promoter	Non-Promoter
23.	Advitya Chopra	10,000	Non-Promoter	Non-Promoter
24.	Arun Mehta	10,000	Non-Promoter	Non-Promoter
25.	Ramesh Sethia	10,000	Non-Promoter	Non-Promoter
26.	Santosh Bhansali	10,000	Non-Promoter	Non-Promoter
27.	Varun Kumar	10,000	Non-Promoter	Non-Promoter
28.	Vinit Jain	10,000	Non-Promoter	Non-Promoter
29.	Rohan Daga	10,000	Non-Promoter	Non-Promoter
	Total	**53,63,336**		

An amount equivalent to at least 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.

b. Objects of the Preferential Allotment:

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

Sl. No.	Particulars	Total estimated amount to be utilised upto (In Rs.) *	Tentative timeline for utilization of issue proceeds from the date of receipt of fund
1.	Expansion of Business (Purchase of Plant and Machinery)	76,60,33,840	2 years
2.	Working Capital requirements of Company, meeting various operational expenditure of the Company.	25,00,00,000	2 years
3.	General corporate purpose **	32,18,00,160	2 years
4.	Issue related expenses	30,00,000	2 year

** Considering 100% conversion of Warrants into Equity Shares within the stipulated time.*
*** The amount to be utilized towards general corporate purposes does not exceed 25% of the total amount mentioned in the table above.*

As the proposed total issue size of convertible warrants, exceeds Rs. 100 crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, the Board has appointed M/s. CARE Ratings Limited, an agency registered with SEBI, as the Monitoring Agency to oversee the utilisation of the issue proceeds and submit its report to the Company on a quarterly basis until 100% of the proceeds have been utilised.

Given that the Preferential Issue is for Convertible 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 the Company, the entire Issue Proceeds would be utilized in phases, as per the Company's business requirements and availability of Issue Proceeds, within the period as mentioned above.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilized (in full or in part) for the objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

c. **Relevant Date:** In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is November 10, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting.

d. **Pricing of the Issue:**

The Equity Shares of the Company are listed and frequently traded on the NSE Emerge.

The price per Equity Share, to be issued, is fixed at Rs. 250/- (Rupees Two Hundred Fifty Only), being not less than the minimum price computed in accordance with Regulation 164(1) & 166A of the SEBI (ICDR) Regulations.

Since the equity shares of the Company have been listed on the NSE Emerge for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company has obtained a valuation certificate from Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer'), certifying the price of Warrant in accordance with Regulation 164(1) and 166A of the SEBI (ICDR) Regulations, 2018 and the valuation report is available on our website for inspection and Website link is https://www.visioninfraindia.com/investor-relations/.

e. **Amount which the Company intends to raise by way of such Convertible Warrants:** Up to a maximum of Rs. 1,34,08,34,000/- (Rupees One Hundred Thirty Four Crores Eight Lacs Thirty Four Thousand Only).

f. **Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment:**

None of the Promoters, Directors, Key Managerial Personnel, or Senior Management of the Company intends to subscribe to any of the securities proposed to be issued under the preferential issue except as mentioned below:

Sr. No.	Name	Category/ Designation/ Relation	Securities to be allotted
1	Sachin Vinod Gandhi	Managing Director and Promoter	10,31,112
2	Chetan Vinod Gandhi	Whole Time Director and Promoter	10,31,112
3	Sameer Sanjay Gandhi	Whole Time Director and Promoter	10,31,112
4	Nilesh Prakash Pokharna	Chief Financial Officer	15,000
5	Nilesh Popatlal Bhandari	Brother of Kamlesh Bhandari (Non-Executive Director)	50,000

g. **Time frame within which the Preferential Allotment shall be completed :** As required under the ICDR Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that in case the allotment of the proposed Convertible Warrants is pending on account receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form. Upon exercise of the option by the allottee to convert the warrants in to Equity Shares, the Company shall ensure that the allotment of equity shares pursuant to exercise of the warrants is completed within 15 days from the date of such exercise by the allottee."

h. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control] proposed allottee(s) of Convertible Warrants, the percentage of the post issue capital that may be held by them / her on issue of the Convertible Warrants:**

Sl. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
1.	Manish Kiritkumar Shah (HUF)	Manish Kirit Shah	0	80,000	No	0.27
2.	Amit Munot HUF	Amit Munot	0	40,000	No	0.13
3.	Sunrise Investment Opportunities	Pratik Kumar More	0	40,000	No	0.13

Sl. No.	Name of the proposed Allottees	Identity of the Natural person who is the ultimate Beneficial owner	No. of Equity Shares held pre - Preferential Allotment	No. of warrants allotment	Relation, if any, with the promoters or person in control of the Company	Percentage of the post issue (Convertible Warrants) capital
	Fund					
4.	Nexta Enterprises LLP	Geeta Chetan Shah Hardik Mahendra Shah	0	40,000	No	0.13

i. **<u>Shareholding Pattern before and after the preferential issue of Convertible Warrants:</u>**

Sr. No.	Category	Pre-Preferential allotment		*Post Preferential Allotment	
		No. of shares Held	% of Shareholding	No. of shares Held	% of Shareholding
A	**Promoters and Promoter Group Holding:**				
1	Indian Promoters / Promoter Group:	1,73,13,600	70.26	2,04,06,936	72.82
	Sub-Total (A)	**1,73,13,600**	**70.26**	**2,04,06,936**	**72.82**
B	**Non – Promoters' holding:**				
	KMP, Directors and their relatives (excluding independent directors and nominee directors)	0	0.00	65000	0.24
	Alternate Investment Funds	5,94,400	2.41	6,34,400	2.18
	Other Financial Institutions	2,400	0.01	2,400	0.01
	Foreign Portfolio Investors Category I	40,800	0.17	40,800	0.15
	Foreign Portfolio Investors Category II	1,08,000	0.44	1,08,000	0.4
	Individual	58,04,983	23.56	78,09,983	21.34
	Non-Resident Indian (NRI)	1,08,000	0.44	1,08,000	0.4
	Foreign Companies	18,400	0.07	18,400	0.07
	Bodies Corporate	3,20,483	1.30	3,20,483	1.18
	Any Other	3,31,334	1.34	4,91,334	1.22
	Sub-Total (B)	**73,28,800**	**29.74**	**95,98,800**	**27.18**
	Grand Total (A+B)	**2,46,42,400**	**100.00**	**3,00,05,736**	**100**

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

j. Lock-in Period:

The Warrants and the Equity Shares allotted upon conversion of the Warrants, shall be locked-in accordance of Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the proposed allottee(s), if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

k. Undertakings:

- The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India;

- The proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks;

- The proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities;

- None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018;

- The Company is eligible to make the Preferential Allotment to its Promoters under Chapter V of the ICDR Regulations.

- Further, given that the Equity Shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.

- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

- There is no outstanding due to Securities Exchanges Board of India, the stock exchanges or the depositories;

- During this financial year, the Company has not made any preferential allotment.

- No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company.

l. Certificate of Practicing Company Secretary: The certificate from, M/s. Nikunj Kanabar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https://www.visioninfraindia.com/investor-relations/.

m. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Warrants.

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		Warrants issue	Post Issue	
			No of share	% of Pre issue Capital		Post holding	*% of total Capital
1.	Sachin Vinod Gandhi	Promoter	57,19,400	23.21	10,31,112	67,50,512	22.50
2.	Chetan Vinod Gandhi	Promoter	57,12,200	23.18	10,31,112	67,43,312	22.47
3.	Sameer Sanjay Gandhi	Promoter	57,09,000	23.17	10,31,112	67,40,112	22.46
4.	Mukul Mahavir Agrawal	Non-Promoter	0	0.00	12,00,000	12,00,000	4.00
5.	Sonali Jain	Non-Promoter	0	0.00	1,60,000	1,60,000	0.53
6.	Indu Jain	Non-Promoter	1,20,000	0.49	1,00,000	2,20,000	0.73
7.	Garima Chordia	Non-Promoter	10,400	0.04	1,00,000	1,10,400	0.37
8.	Prateek Jain	Non-Promoter	800	0.00	1,00,000	1,00,800	0.34
9.	Manish Kiritkumar Shah (HUF)	Non-Promoter	0	0.00	80,000	80,000	0.27
10.	Sanjay Popatlal Jain	Non-Promoter	0	0.00	75,000	75,000	0.25
11.	Nilesh Popatlal Bhandari	Non-Promoter	800	0.00	50,000	50,800	0.17
12.	Amit Munot HUF	Non-Promoter	800	0.00	40,000	40,800	0.14
13.	Ayush Munot	Non-Promoter	0	0.00	40,000	40,000	0.13
14.	Saurv Jain	Non-Promoter	0	0.00	40,000	40,000	0.13
15.	Sunrise Investment Opportunities Fund	Non-Promoter	0	0.00	40,000	40,000	0.13
16.	Tushar Aggarwal	Non-Promoter	0	0.00	40,000	40,000	0.13
17.	Nexta Enterprises LLP	Non-Promoter	0	0.00	40,000	40,000	0.13
18.	Kamal Kothari	Non-Promoter	0	0.00	20,000	20,000	0.07
19.	Arun Kothari	Non-Promoter	0	0.00	20,000	20,000	0.07
20.	Purnima Lodha	Non-Promoter	0	0.00	20,000	20,000	0.07
21.	Alka Bhargava	Non-Promoter	0	0.00	20,000	20,000	0.07
22.	Nilesh Prakash Pokharna	Non-Promoter	0	0.00	15,000	15,000	0.05

Sl. No.	Name	Current Status / Proposed Status Category	Pre issue		Warrants issue	Post Issue	
			No of share	% of Pre issue Capital		Post holding	*% of total Capital
23.	Advitya Chopra	Non-Promoter	0	0.00	10,000	10,000	0.03
24.	Arun Mehta	Non-Promoter	0	0.00	10,000	10,000	0.03
25.	Ramesh Sethia	Non-Promoter	0	0.00	10,000	10,000	0.03
26.	Santosh Bhansali	Non-Promoter	0	0.00	10,000	10,000	0.03
27.	Varun Kumar	Non-Promoter	0	0.00	10,000	10,000	0.03
28.	Vinit Jain	Non-Promoter	0	0.00	10,000	10,000	0.03
29.	Rohan Daga	Non-Promoter	0	0.00	10,000	10,000	0.03
			1,72,73,400	**70.10**	**53,63,336**	**2,26,36,736**	**75.44**

* The shareholding relating to post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequential allotment of the Equity Shares of the company as per the aforesaid proposed issue.

In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.

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

o. **Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**: Not Applicable

p. **Principal terms of assets charged as securities:** Not Applicable.

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

Sr. No.	Name	Current Status	Proposed Status
1.	Sachin Vinod Gandhi	Promoter	Promoter
2.	Chetan Vinod Gandhi	Promoter	Promoter
3.	Sameer Sanjay Gandhi	Promoter	Promoter
4.	Mukul Mahavir Agrawal	Non-Promoter	Non-Promoter
5.	Sonali Jain	Non-Promoter	Non-Promoter
6.	Indu Jain	Non-Promoter	Non-Promoter
7.	Garima Chordia	Non-Promoter	Non-Promoter
8.	Prateek Jain	Non-Promoter	Non-Promoter
9.	Manish Kiritkumar Shah (HUF)	Non-Promoter	Non-Promoter
10.	Sanjay Popatlal Jain	Non-Promoter	Non-Promoter
11.	Nilesh Popatlal Bhandari	Non-Promoter	Non-Promoter

12.	Amit Munot HUF	Non-Promoter	Non-Promoter
13.	Ayush Munot	Non-Promoter	Non-Promoter
14.	Saurv Jain	Non-Promoter	Non-Promoter
15.	Sunrise Investment Opportunities Fund	Non-Promoter	Non-Promoter
16.	Tushar Aggarwal	Non-Promoter	Non-Promoter
17.	Nexta Enterprises LLP	Non-Promoter	Non-Promoter
18.	Kamal Kothari	Non-Promoter	Non-Promoter
19.	Arun Kothari	Non-Promoter	Non-Promoter
20.	Purnima Lodha	Non-Promoter	Non-Promoter
21.	Alka Bhargava	Non-Promoter	Non-Promoter
22.	Nilesh Prakash Pokharna	Non-Promoter	Non-Promoter
23.	Advitya Chopra	Non-Promoter	Non-Promoter
24.	Arun Mehta	Non-Promoter	Non-Promoter
25.	Ramesh Sethia	Non-Promoter	Non-Promoter
26.	Santosh Bhansali	Non-Promoter	Non-Promoter
27.	Varun Kumar	Non-Promoter	Non-Promoter
28.	Vinit Jain	Non-Promoter	Non-Promoter
29.	Rohan Daga	Non-Promoter	Non-Promoter

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Except Sachin Vinod Gandhi (Managing Director and Promoter), Chetan Vinod Gandhi (Whole Time Director and Promoter), Sameer Sanjay Gandhi (Whole Time Director and Promoter), Nilesh Prakash Pokharna (Chief Financial Officer) and Nilesh Popatlal Bhandari is brother of Kamlesh Bhandari (Non-Executive Director) of the Company and their relatives, none of the other Directors or Key Managerial Personnel and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the passing of the Special resolution set out at Item No. 3 of the Notice, except to the extent of their shareholding, if any, in the Company

By order of the Board of Directors
For Vision Infra Equipment Solutions Limited

Sd/-
Dipali Rakesh Shah
Company Secretary

Place: Pune
Date: November 11, 2025

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