We too in Nation Building

Date: September 03, 2026

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Respected Sir/Ma'am,

Subject: Notice of the 12th Annual General Meeting

Ref: V.L.INFRAPROJECTS LIMITED **SYMBOL: VLINFRA**

We are submitting herewith the Notice of 12th Annual general Meeting of the company schedule to be held on Tuesday, September 29, 2026 at 01:30 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, which is being sent in electronic mode to the Members.

The Notice of 12th Annual general Meeting is also available on the Company's website www.vlil.in.

Further, in accordance with Regulation 36 of the SEBI Listing Regulations, a letter providing web link for accessing the Annual Report of the FY 2025-26 is being sent to all those members who have not registered their email ids.

You are requested to kindly take the same on your records.

Thanking You.

Yours faithfully,

For, V.L.Infraprojects Limited

RAJAGOPAL REDDY ANNAM REDDY
Digitally signed by RAJAGOPAL REDDY ANNAM REDDY
Date: 2026.09.03 14:49:47 +05'30'

Rajagopal Reddy Annam Reddy
CEO & Managing Director
DIN: 07039573

Encl: A/a

NOTICE

Notice is hereby given that the **Twelfth (12th) Annual General Meeting** of the Members of V.L.Infraprojects Limited (formerly known as V.L.Infraprojects Private Limited) will be held on **Tuesday, 29th day of September, 2026 at 01:30 P.M.** through Video Conferencing("VC")/ Other Audio Visual Means("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2026, Statement of Profit and Loss and Cash flow Statement for the year ended on March 31, 2026 and the Report of the Directors' and Auditors' thereon.**

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 and the Reports of the Board of Directors and the Reports of the Auditors thereon be and are hereby received, considered and adopted."

2. **To appoint a director in place of Mr. Rajagopal Reddy Annam Reddy (DIN: 07039573), who retires by rotation and being eligible, offers himself for reappointment.**

   To the extent that Mr. Rajagopal Reddy Annam Reddy (DIN: 07039573) is required to retire by rotation, he would need to be re-appointed as such. Therefore, shareholders are requested to consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajagopal Reddy Annam Reddy (DIN: 07039573) as such to the extent that he is required to retire by rotation."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

SPECIAL BUSINESS:

3. **To Ratify remuneration payable to M/s. PKR & Associates LLP (Firm Registration No.:000698), Cost Auditor of the Company for the Financial Year ending on March 31, 2027**.

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

   "RESOLVED THAT pursuant to the provisions of Section 148(3) and any other applicable provision(s), if any, of the Companies Act, 2013, read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded to ratify the remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. PKR & Associates LLP, Practicing Cost Accountants, (Firm Registration Number: 000698), Hyderabad, based on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027.

   RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To re-appoint Mrs. Mydhili Rajagopal Reddy (DIN: 07039579) as Wholetime Director of the Company and fix her remuneration.**

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Schedule V, as amended from time to time ("Act") and pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Regulations"), approval of the members of the Company be and is hereby accorded for the re-appointment of Mrs. Mydhili Rajagopal Reddy (DIN: 07039579) as the Whole time Director of the Company for a period of three years with effect from July 05, 2026 to July 04, 2029 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Mrs. Mydhili Rajagopal Reddy (DIN: 07039579), the remuneration payable to her subject to overall limits laid down in Sections 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force) without further approval of the Members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution."

Registered Office:
716, Shivalik Satyamev,
Nr. Vakil Saheb Bridge,
Bopal, Ahmedabad,
Gujarat, India, 380058

Date: August 31, 2026
Place: Ahmedabad

For and on behalf of Board of Directors
V.L.INFRAPROJECTS LIMITED
(Formerly Known as V.L.Infraprojects Private Limited)
CIN: L45200GJ2014PLC081602

Anjali Mukeshbhai Samani
Company Secretary & Compliance Officer
Membership No.: A65647

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has permitted conducting of Annual General Meeting ("AGM") through VC or OAVM. In this regard, MCA issued General Circular No.09/2024 dated September 19, 2024 read with other connected circulars issued in this regard (collectively referred as "MCA Circulars"), prescribing the procedure and manner of conducting the AGM through VC / OAVM. Further, the Securities and Exchange Board of India ("SEBI") also vide its Master Circular dated November 11, 2024 read with SEBI circular dated October 3, 2024 (collectively referred as 'SEBI Circulars') and other applicable circulars issued in this regard has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), Secretarial Standards on General Meeting, issued by The Institute of Company Secretaries of India ("SS-2"), MCA and SEBI Circulars / Listing Regulations, the 12th Annual General Meeting (AGM) of the Company will be held through VC / OAVM.

2. Since the AGM will be held through VC / OAVM means, the route map is not annexed in this Notice. The Registered Office of the Company will be deemed to be the venue of the AGM.

3. Pursuant to the provisions of the Companies Act 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the applicable circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the special business items is annexed hereto.

5. The Annual Report along with Notice of the AGM including general guidelines for participation at the AGM through VC/OAVM, procedure for remote e-voting and e-voting during the AGM, is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository. The same has also been uploaded on the website of the Company, i.e. www.vlil.in. In accordance with the applicable circulars, copy of the Annual Report is being sent only through emails to the Members of the Company. Members who have not registered their e-mail addresses are requested to register the same with the Company or with the RTA/ respective Depository Participant(s).

6. Pursuant to applicable Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited or with the Company by sending an e mail before the date of AGM at admin@skylinerta.com or cs@vlil.in. Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at cs@vlil.in or to Registrar and Transfer Agent at admin@skylinerta.com.

7. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants, by following the due procedure.

8. In accordance of Regulation 36(1) of Listing Regulations, a letter containing the web-link including the exact path of Company's website, where complete details of annual report are available, will be send to Members at their registered address, who have not registered their email address.

9. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

10. Members are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under

Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and other necessary registers and documents will be available for inspection by the members on request by sending an e-mail to the company on cs@vlil.in.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

15. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

16. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.

17. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vlil.in. The Notice can also be accessed from the websites of the National Stock Exchange at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

18. Institutional /Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting/ evoting means at the time of AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to punit.lath@yahoo.com with a copy marked to helpdesk.evoting@cdslindia.com.

19. Mr. Punit Santoshkumar Lath, Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the E voting process (including electronic voting at AGM) in fair and transparent manner. The Scrutinizer will submit his consolidated report on voting within two working days of the conclusion of AGM to the Chairman or his authorised person and the Chairman or his authorised person shall announce the voting results after receipt of the Scrutinizers' report. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vlil.in and on the website of CDSL immediately and communicated to the NSE.

20. The details of director seeking re-appointment as per Secretarial Standard II and Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Name of Director	Mr. Rajagopal Reddy Annam Reddy
DIN	07039573
Date of Birth & Age	08/03/1975 (51 years)
Date of Appointment	He was appointed as a Director of the Company since incorporation of the Company on December 19, 2014. Subsequently, he was appointed as Managing Director for a period of five years with effect from November 1, 2017, by special resolution passed by shareholders in their Extra-ordinary General Meeting held on November 25, 2017. He was re-appointed as Chairman and Managing Director, liable to retire by rotation for another period of five year with effect from November 01, 2023, by special resolution passed by shareholders in their Extra-ordinary General Meeting held on September 16, 2023. Additionally, he was appointed as a Chief Executive Officer with effect from September 13, 2023, by the Board of Directors of the Company in their board meeting held on September 13, 2023.
Relationship with Directors	Mrs. Mydhili Rajagopal Reddy, Whole Time Director of the company is spouse of Mr. Rajagopal Reddy Annam Reddy.
Qualifications	He has completed Bachelor of Engineering (mechanical) from Sri Venkateswara University in the year 1998 and Master Program in Business Administration (MBA) from Indian School of Business Management & Administration in the year 2009.
Expertise in specific Professional area	He is having more than 20 years of experience in the construction industry.
Board Membership in other Companies as on March 31, 2026	NIL
Chairman/Member of the Committee of the Board of directors in other companies as on March 31, 2026	NIL
Listed entities from which resigned in the past three years	NIL
Number of Shares held in the Company as on March 31, 2026	54,84,000 Equity Shares
The number of Meetings of the Board attended during the year	09/09

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, September 26, 2026 at 09:00 A.M. and ends on Monday, September 28, 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares, as on the cut-off date (record date) of Tuesday September 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, in respect of all shareholders' resolutions. Accordingly, company has made necessary arrangements for providing e-voting Facility. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re- directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ➤ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant V.L.Infraprojects Limited, on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@vlil.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name,

demat account number/folio number, email id, mobile number at cs@vlil.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@vlil.in. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Registered Office:
716, Shivalik Satyamev,
Nr. Vakil Saheb Bridge,
Bopal, Ahmedabad,
Gujarat, India, 380058
Date: August 31, 2026
Place: Ahmedabad

For and on behalf of Board of Directors
V.L.INFRAPROJECTS LIMITED
(Formerly Known as V.L.Infraprojects Private Limited)
CIN: L45200GJ2014PLC081602

Anjali Mukeshbhai Samani
Company Secretary & Compliance Officer
Membership No.: A65647

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS)

ITEM NO. 3:

ORDINARY RESOLUTION

The Board of Directors at its meeting held on August 07, 2026, upon the recommendation of the Audit Committee, approved the appointment of M/s. PKR & Associates LLP (Firm Registration No. ROC: AAB-7156, ICAI:000698), to conduct the audit of the Cost records of the Company for the Financial Year ending on March 31, 2027 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) excluding all applicable taxes and reimbursement of out of pocket expenses.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (as amended or re-enacted from time to time) the remuneration as mentioned above, payable to the Cost Auditors, is required to be ratified by the Members of the Company.

The Board recommends the resolution set out under Item No. 3 for the approval of the Members by way of passing an Ordinary Resolution.

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

ITEM NO. 4:

SPECIAL RESOLUTION

Mrs. Mydhili Rajagopal Reddy Annam Reddy was appointed as a Director of the Company at the time of its incorporation on December 19, 2014. She was subsequently appointed as Whole-time Director of the Company with effect from December 24, 2016. Thereafter, she was re-appointed as Whole-time Director, liable to retire by rotation, for a period of five years with effect from July 05, 2021.

The tenure of Mrs. Mydhili Rajagopal Reddy Annam Reddy as Whole-time Director expired on July 05, 2026. Considering her experience, knowledge, expertise and valuable contribution to the affairs and growth of the Company, and taking into account the continued requirement of her guidance and strategic direction, the Nomination and Remuneration Committee of the Company recommended her re-appointment as Whole-time Director for a further period of three years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on July 03, 2026, approved the re-appointment of Mrs. Mydhili Rajagopal Reddy Annam Reddy as Whole-time Director of the Company for a further period of three years, commencing from July 05, 2026 and ending on July 04, 2029, subject to the approval of the members of the Company and such other approvals as may be required under applicable laws.

The terms and conditions of her re-appointment, including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, are set out below:

Tenure of Remuneration	3 years with effect from July 05, 2026
Salary inclusive of all allowances and incentives	Upto Rs.20,00,000 Per Annum. The Director shall be entitled to such annual increment as the Board may decide from time to time.
Perquisites and allowances in addition to salary	In addition to the salary as described above, she shall be eligible for the following perquisites, which shall not be included in the computation of ceiling on remuneration specified hereinabove. (i) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. (ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service. (iii) Encashment of leave at the end of the tenure.
Other Benefits	The Company may contribute in Pension Scheme as per the Company's rules. She will be entitled to all other benefits as applicable to the senior executives of the Company.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under law.

Pursuant to Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, where applicable, the fees or compensation payable to executive directors who are promoters or members of the promoter group are required to be approved by the shareholders by way of a Special Resolution, subject to the conditions prescribed thereunder.

Accordingly, approval of the members of the Company by way of a Special Resolution is being sought for the re-appointment of Mrs. Mydhili Rajagopal Reddy Annam Reddy as Whole-time Director of the Company and for payment of remuneration to her for a period of three years commencing from July 05, 2026.

The Company has received the necessary declarations, disclosures and confirmations from Mrs. Mydhili Rajagopal Reddy Annam Reddy in connection with her proposed re-appointment. The requisite details relating to Mrs. Mydhili Rajagopal Reddy Annam Reddy, as required under the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in **Annexure A** to this Notice.

Further, the additional information required under Item (iv) of the Third Proviso to Section II of Part II of Schedule V to the Companies Act, 2013 is provided in **Annexure B** to this Notice

The Board of Directors, after considering the experience, expertise, knowledge and valuable contribution of Mrs. Mydhili Rajagopal Reddy Annam Reddy and based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that her continued association with the Company as Whole-time Director would be beneficial to the Company and would contribute to its future growth and development.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of this Notice for approval of the members of the Company.

Except Mrs. Mydhili Rajagopal Reddy Annam Reddy and Mr. Rajagopal Reddy Annam Reddy and their respective relatives, to the extent of their shareholding and/or interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of this Notice.

Registered Office:
716, Shivalik Satyamev,
Nr. Vakil Saheb Bridge,
Bopal, Ahmedabad,
Gujarat, India, 380058

Date: August 31, 2026
Place: Ahmedabad

For and on behalf of Board of Directors
V.L.INFRAPROJECTS LIMITED
(Formerly Known as V.L.Infraprojects Private Limited)
CIN: L45200GJ2014PLC081602

Anjali Mukeshbhai Samani
Company Secretary & Compliance Officer
Membership No.: A65647

ANNEXURE A

PROFILE OF DIRECTOR [Pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings]

Name of Director	Mrs. Mydhili Rajagopal Reddy
DIN	07039579
Date of Birth & Age	01/06/1982 (44 years)
Date of Appointment	19/12/2014
Qualifications	She has completed her degree on Bachelor of Commerce from Sri Venkateswara University in the year 2002.
Expertise in specific Professional area	She is having over 10 years of experience in the administration and human recourse (HR)
Recognition or Award	Not Applicable
Remuneration last drawn	Rs.14,40,000 (In FY 2025-26)
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of Item no. 4
Terms and Condition of Appointment	As mentioned in the Explanatory Statement of Item no. 4
Number of Meetings of the Board attended during the year	09/09
Number of Shares held in the Company	39,24,000 Equity Shares
Relationship with Directors and Key Managerial Personnel of the Company	Mr. Rajagopal Reddy Annam Reddy, Managing Director & CEO of the company is spouse of Mrs. Mydhili Rajagopal Reddy.
Board Membership in other Companies	NIL
Chairman/Member of the Committee of the Board of directors in other companies	NIL
Membership/ Chairmanship of the Committees of the Board	NIL
Listed entities from which resigned in the past three years	NIL

ANNEXURE B

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION:

(1) Nature of Industry: The Company being engaged in the business of infrastructure development and execution of Engineering, Procurement, Construction and Commissioning (EPCC) and Lump Sum Turnkey (LSTK) facilities in various infrastructure projects like irrigation & Water supply, roads, bridges, industrial structures, power infra, mining etc. for Central/State Government, other local bodies and private sector in the country.

(2) Date or expected date of commencement of commercial production: N.A. since the Company has already commenced its business activities.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

(4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(Amount in Lakhs)

Financial Parameters Financial Parameters	Financial Year		
	2025-26	2024-25	2023-24
Total Revenue	14973.56	12103.72	11393.16
Depreciation	76.10	47.11	48.99
Total Expenses (Excluding Depreciation)	13775.89	11067.7	10502.89
Net Profit	841.73	701.79	610.80
Paid up Capital	1571.25	1571.25	1130.25
Reserves & Surplus	3461.35	2619.62	506.63
Earnings Per Share	5.36	4.90	6.63

(5) Foreign Investments or collaborations, if any: There is no foreign investment by the Company. There is no foreign collaboration in the Company

(6) Information about the Whole Time Director:

Name of Director	Mrs. Mydhili Rajagopal Reddy
Background details	Mrs. Mydhili Rajagopal Reddy, aged 44 years is appointed as the whole time directors of the Company. She is graduated with rich experience in the infrastructure industry and looking out company policy matters and administration.
Remuneration last drawn	Rs.14,40,000 (In FY 2025-26)
Job profile and suitability	Mrs. Mydhili Rajagopal Reddy was the Proprietor of V.L. Infrastructures. She is Commerce Graduate with rich experience in the infrastructure industry and looking out company policy matters and administration.
Remuneration proposed to be paid	As mentioned in the Explanatory Statement of item no.4
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mrs. Mydhili Rajagopal Reddy, the responsibilities shouldered by her and the industry benchmark, the proposed remuneration is in consonance with the remuneration packages being paid to managerial personnel working in the similar position in the industry
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving Managerial Remuneration and to the extent of her shareholding, she does not have any other direct pecuniary relationship with the Company. Mrs. Mydhili Rajagopal Reddy is a wife of Mr. Rajagopal Reddy Annam Reddy, Chairman, CEO & Managing Director of the Company. Further, she holds 39,24,000 equity shares in the Company.

II. OTHER INFORMATION:

(1) Reasons of loss or inadequate profits: On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.

(2) Steps taken or proposed to be taken for improvement: The Company has taken necessary measures to improve financial and operational performance.

(3) Expected increase in productivity and profits in measurable terms: The management has adopted focused and aggressive business strategies in all spheres of functions to improve profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

IV. DISCLOSURES:

The remuneration package of Mrs. Mydhili Rajagopal Reddy is given in the resolution.

The required information about the terms and conditions of re-appointments is given in Explanatory Statement annexed to this Notice.