

NOTICE OF THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of the members of Veer Global Infraconstruction Limited, will be held on **Monday 18th day of August, 2025** at **05:00 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business. The venue of the meeting shall be deemed to be the registered office of the company Shop No A-01 Shalibhadra Classic, 100 feet Link Road, Near Union Bank of India Nalasopara East, Thane, Maharashtra-401209.

ORDINARY BUSINESS:

- 01. To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended 31st March, 2025 with the report of the Directors & Auditors thereon, 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 March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, placed before the 14th Annual General Meeting be and are hereby received, considered, approved and adopted.”

- 02. To appoint a director in place of Mr. Vinod Mohanlal Jain (DIN: 06827919) who retires by rotation and being eligible, offers himself for re-appointment, 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 152 of the Companies Act, 2013, Mr. Vinod Mohanlal Jain (DIN: 06827919), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 03. To consider and approve Appointment / Re-appointment of Statutory Auditors**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the company hereby re-appoints M/s. Bansilal Shah & Company, Chartered Accountants (Firm Registration No. 000384W), as the Statutory Auditors of the Company, who have confirmed their eligibility for re-appointment, to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2026, to examine and audit the accounts of the Company, at such remuneration as may be fixed by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

04. To increase the Authorised Capital of the Company and Alteration of the Capital Clause of the Memorandum of Association.

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, and 64 of the Companies Act, 2013, and other applicable provisions, if any, and the rules made thereunder (including any amendments thereto), the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) shares of ₹10 each to ₹25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) shares of ₹10 each, by creation of an additional 50,00,000 (Fifty Lakh) equity shares of ₹10 (Rupees Ten) each, ranking Pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association (MoA) of the Company be and is hereby amended to reflect the revised Authorised Share Capital as follows: "The Authorized Share Capital of the company is ₹25,00,00,000 (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹10 (Rupees Ten Only) each".

RESOLVED FURTHER THAT the Board of Directors or any officer(s)/Authorised Representative(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things including but not limited to filing the necessary forms with the Registrar of Companies, pay the requisite fees, make necessary changes to the MoA and AoA, and complete all legal formalities to give effect to this resolution."

05. To consider and approve continuation of Tenure of Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination and Remuneration Committee the approval of the members of the Company be and is hereby accorded for continuation of the tenure of Madam Rakhee Jain (DIN: 09612344), who was appointed as an Independent Director of the Company for a first term of 3 Years, to continue to hold office as an Independent Director of the Company for remaining first term of 2 Years, and who shall not be liable to retire by rotation."

RESOLVED FURTHER THAT Board of Directors of the Company or any officer(s) authorized by the Board of Directors, be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper, or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies."

06. To consider and approve an enabling resolution for the issuance of Equity Shares on a Rights Issue basis.

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

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1)(a), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be required from appropriate authorities, the consent of the members be and is hereby accorded to the Board of Directors of the Company to Offer, Issue and Allot Equity Shares to the existing Equity Shareholders of the Company on a Rights Basis (Rights Issue), in one or more tranches, for an amount not exceeding ₹50 Crores (Rupees Fifty Crores only) including premium, if any, on such terms and conditions as the Board may determine at its discretion.”

RESOLVED FURTHER THAT such Issue, Offer and Allotment shall be made in accordance with the Letter of Offer to be issued to the existing Equity Shareholders of the Company, which shall set out the terms and conditions including the right to renounce, number of shares offered, issue price, ratio, record date, payment terms, and such other terms as the Board may determine in its discretion.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps necessary for the execution of the rights issue, including appointment of intermediaries such as merchant bankers, registrars, legal advisors, underwriters, if required, and to file relevant documents with the Registrar of Companies, SEBI, and other regulatory authorities, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

RESOLVED FURTHER THAT Board or any officer(s)/Authorised Representative(s) authorized by the Board of Directors, of the Company be and is hereby authorised to sign and file all necessary forms, returns and documents with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution.”

07. To consider and approve an enabling resolution for the Issue of Equity Shares through Private Placement of Securities.

To consider and, if thought fit, to pass 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 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be required from any regulatory or statutory authority, the consent of the members be and is hereby accorded to the Board of Directors to offer, issue and allot, in one or more tranches, equity shares, fully or partly convertible debentures, non-convertible debentures (NCDs),

preference shares, or any other securities through private placement for an amount not exceeding ₹50 Crore (Rupees Fifty Crore only) to such persons, whether or not they are existing shareholders of the Company, on such terms and conditions as the Board may determine.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the Class Of Investors, Number of Securities, Face Value, Issue Price, Premium, Tenure, Interest/Coupon Rate (if applicable), and other terms and conditions in respect of such Private Placement, and to appoint Intermediaries, Consultants, Legal and Financial Advisors, if required, and to sign all necessary documents including private placement offers (Form PAS-4), application forms, and to file relevant returns and forms with the Registrar of Companies and other authorities as may be required.

RESOLVED FURTHER THAT the Board or any officer(s)/Authorised Representative(s) authorized by the Board of Directors, be and is hereby authorised to open bank accounts, utilise the proceeds in accordance with applicable law, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.”

08. To consider and approve an enabling resolution for the Issue of Equity Shares through Follow-on Public Offer.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, and in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable rules, regulations, notifications, circulars, and guidelines issued by the Securities and Exchange Board of India, RBI, Stock Exchanges where the Company is listed, and any other statutory or regulatory authorities, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, and subject to such terms and conditions as may be prescribed while granting such approvals, the consent of the members be and is hereby accorded to the Board of Directors of the Company to offer, issue, and allot, in one or more tranches, such number of equity shares or any other securities convertible into equity shares, for an amount not exceeding ₹50 Crore (Rupees Fifty Crore only) by way of Follow-on Public Offer (FPO) to the public (including qualified institutional buyers, retail individual investors, non-institutional investors, employees and other categories of investors), on such terms and in such manner as the Board may in its discretion determine.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the number and price of securities, timing, categories of investors, mode of offer (book building/fixed price), and all other matters in connection with the FPO, and to do all such acts, deeds, and things as may be required in connection with the issue and allotment of securities and to give effect to this resolution, including but not limited to filing of offer documents with SEBI and stock exchanges, appointment of merchant bankers, underwriters, registrars, legal advisors, and other intermediaries as required.”

RESOLVED FURTHER THAT Board or any officer(s)/Authorised Representative(s) authorized by the Board of Directors, be and is hereby authorised to execute all necessary documents, sign applications, file forms and returns with the Registrar of Companies, SEBI, stock exchanges, and other authorities, and to do all such acts, deeds and things as may be required in connection with or incidental to the FPO.”

09. To consider and approve an enabling resolution for the Increase in the Borrowing Limits of the Company in terms of Section 180(1)(c) of the Act.

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in supersession of the earlier resolution(s) passed by the members in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors for borrowing any sum or sums of money from time to time, for the purposes of the Company’s business, from any one or more of the Company’s Bankers and/or from any one or more other Persons, Firms, Bodies Corporate, or Financial Institutions whether by way of Cash Credit, Advance or Deposits, Loans or Bills Discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets and properties whether movable or otherwise or all or any of the undertakings of the Company which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital of the Company and its free reserves and securities premium, provided that the total amount borrowed and outstanding at any point of time shall not exceed ₹100 Crore (Rupees One Hundred Crore Only) excluding of any interest or charges and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board /Committee of the Board or any officer(s))/Authorised Representative(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution.”

10. Approval of Related Material Party Transactions

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party

Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) on such material terms and conditions as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis with the following related party(s) during financial year 2025-26:

- **Name of Related Parties:** Shri Vijaybhai Vagjibhai Bhanshali, Shri Priyank Chandrakant Parikh, Shri Vinod Mohanlal Jain, Shri Subodh Jain and Madam Rakhee Jain, along with their respective spouses and relatives.
- **Nature of Relationship:** Promoter, Promoter Group, Director and KMP are interested.
- **Relationship with the Company:** Promoters and Promoter Group; Directors (including independent directors); Key Managerial Personnel (KMP); Relatives of Promoter, Directors and KMP; Firms, LLPs, Companies or Entities in which a Promoter, Director, KMP, or their relative is a Partner, Member, or Owner and has significant influence or control; Joint Ventures and Associates; and any entities under common control/influence.
- **Nature of Transaction:** Sale or Purchase of Goods, Leasing of Property, Availing or Rendering or availing Services, Loan given or taken, Equity/Investment transactions, etc.
- **Estimated Value:** Does not exceed ₹ 20 Crore (*aggregated over the Financial Year 2025–26*)
- **Duration/Period:** Renewable every Financial Year

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

11. Approval for payment of remuneration to Managerial Personnel exceeding the limits prescribed under Section 197.

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the said Act and subject to such approval of the Central Government or any other statutory authority as may be required, the consent of the members be and is hereby accorded to pay remuneration to the managerial personnel of the Company (including Managing Director and Whole-time Director), such sum by way of salary, perquisites, allowances, performance-linked incentive, bonus and/or commission as may be determined by the Board of Directors or a duly constituted Committee thereof, including but not limited to the Nomination and Remuneration Committee, within the overall limits as stated in the Explanatory Statement annexed to the Notice of this Annual General Meeting and computed in accordance with Section 198 of the Act.”

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such actions, do all such deeds, matters and things, and execute all such documents as may be necessary, proper or expedient to give effect to this resolution.”

12. To consider and approve Appointment / Re-appointment of Shri Vijaybhai Vagjibhai Bhanshali as Managing Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals as may be necessary, the consent of the members be and is hereby accorded for the re-appointment of Shri Vijaybhai Vagjibhai Bhanshali (DIN: 05122207) as the Managing Director of the Company for a period of 5 Years with effect from August 06, 2025, liable to retire by rotation, on such terms and conditions including remuneration as approved by the Board of Directors and set out in the explanatory statement annexed to this notice.”

RESOLVED FURTHER THAT the Board of Directors or any other Officer(s)/Authorised Representative(s) be and are hereby authorised to alter and vary the terms and conditions of the appointment and/or remuneration, so as not to exceed the limits specified under the Act or as may be prescribed by the Central Government or approved by shareholders or any competent authority, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors
For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali
(Managing Director - DIN: 05122207)
Date: July 23, 2025 | Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) had vide its Circulars dated September 19, 2024 and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, permitted convening the Annual General Meeting through Video Conferencing or Other Audio Visual Means (“VC/OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 read with the Rules made thereunder and the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM and the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) and the SEBI Listing Regulations, for business at Item No. 4 to Item No. 12 as set out in the Notice convening the AGM (“AGM Notice”) is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, 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 hereto.
4. 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’s Resolution/ Authorization, etc., authorizing their representative to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Company at its registered e-mail address at ipoveer@gmail.com.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
6. 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.
7. Pursuant to General Circular No. 09/2024 dated September 19, 2024 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, the Notice of the AGM along with the Annual Report for the financial year ended March 31, 2025, is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Company’s Registrar & Share Transfer Agent /Depository Participants /Depositories. Hard copies shall be sent to those members who shall request the same. Members may note that the Notice of the AGM along with the Annual Report for the financial

year ended March 31, 2025, will also be available on the Company's website www.veerglobaltd.com., on the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., <https://evoting.purvashare.com/>.

8. Purva Shareregistry (India) Private Limited ("Purva") will be providing facility for voting through remote e-voting and e-voting during the 14th AGM.
9. In terms of the provisions of Section 152 of the Companies Act, 2013, Shri. Vinod Mohanlal Jain (DIN: 06827919) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. Further, the tenure of Madam Rakhee Jain (DIN: 09612344) as Independent Director and Shri Vijaybhai Vagjibhai Bhanshali (DIN: 05122207) as Managing Director has also come to an end. The Nomination and Remuneration Committee and the Board of Directors, after due evaluation, recommend the re-appointment of all three Directors. Details of the Directors retiring by rotation and those seeking re-appointment at this AGM are provided in the Annexure to this Notice. Shri Vinod Mohanlal Jain, Madam Rakhee Jain, and Shri Vijaybhai Vagjibhai Bhanshali are deemed to be interested in the Resolutions set out in Item Nos. 2, 5, and 12, respectively, of this Notice.

Shri Priyank Chandrakant Parikh, Director and Chief Financial Officer of the Company, being related to Shri Vijaybhai Vagjibhai Bhanshali, may be deemed to be interested in the Resolution set out at Item No. 13 of this Notice. The relatives of Shri Vinod Mohanlal Jain, and Shri Vijaybhai Vagjibhai Bhanshali may also be deemed to be interested in the said Resolution to the extent of their shareholding, if any, in the Company. Save and except as mentioned above, none of the Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the business set out in Item No. 2, 5 and 12 of this Notice.

10. 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 in 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.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Members may note that the details of the Directors seeking re-appointment and Appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India forms an integral part of the notice. Requisite declarations have been received from the Directors for seeking his reappointment and appointment.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members may register their nomination by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar at support@purvashare.com in case the shares are held in physical form, quoting their folio number.
14. In pursuance of Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, 12th August, 2025 to Monday, 18th August, 2025 (both days inclusive)** for the purpose of Annual General Meeting.
15. Member are requested to address all correspondences, including any other matters, to the Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra Tel.: 022-23012518/8261, Email: support@purvashare.com Website: www.purvashare.com.
16. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.
17. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>)
18. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members remote e-voting facility in respect of the business to be transacted at the 14th AGM and to cast vote through e-voting system during the 14th AGM.
19. Members are requested to carefully read the following instructions relating to e-voting before casting their vote.
20. The Company has appointed Ms CS Avni Chouhan, Practicing Company Secretary having Membership No. 42794, COP No. 24779 as the Scrutinizer for conducting the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.
21. The Scrutinizer shall submit his report to the Chairman or any person authorised by him in writing. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.veerglobaltd.com after the declaration of the result by the Chairman or by the person

authorised by him in this behalf. The results shall also be communicated to Stock Exchange BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING MEETING THROUGH VC/OAVM 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 Purva e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The remote e-voting period begins from **09:00 A.M. on Friday 15th August, 2025 and ends 05:00 P.M. on Sunday, 17th August, 2025 (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 11th August, 2025 may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) The voting rights of Members shall be in proportion to their shares on the paid-up equity share capital of the Company as on **Monday, 11th August, 2025 i.e., cutoff date**.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 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. 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.
- (v) 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 abovesaid 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	<p>1. Users who have opted for the CDSL Easi/Easiest facility can log in using their existing User ID and Password. An option will be made available to access the e-Voting page without any further authentication. Users should visit the CDSL website at www.cdslindia.com, click on the “Login” icon, and then select the “My Easi New” tab.</p> <p>2. After successful login, Easi/Easiest users will see the e-Voting option for eligible companies where e-Voting is currently in progress, as per the information provided by the respective companies. By clicking on the e-Voting option, users will be directed to the e-Voting page of the e-Voting service provider, where they can cast their vote during the remote e-Voting period or join the virtual meeting and vote during the meeting. Additionally, links are provided to access the systems of all e-Voting Service Providers, allowing users to visit the respective e-Voting service providers’ websites directly.</p> <p>3. If a user is not registered for Easi/Easiest, the option to register is available on the CDSL website at www.cdslindia.com by clicking on the “Login” icon, selecting the “My Easi New” tab, and then clicking on the “Registration” option.</p> <p>4. Alternatively, users can directly access the e-Voting page by providing their Demat Account Number and PAN through the e-Voting link available on the CDSL home page at www.cdslindia.com. The system will authenticate the user by sending an OTP to the registered mobile number and email address as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting options where e-Voting is in progress and can also directly access the systems of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) Existing IDeAS users can visit the e-Services website of NSDL by opening a web browser and entering the following URL: https://eservices.nsdl.com, either on a personal computer or a mobile device. Once the e-Services home page is displayed, click on the “Beneficial Owner” icon under the “Login” section available within the ‘IDeAS’ section. A new screen will open, where you will need to enter your User ID and Password. After successful authentication, you will be able to access the e-Voting services. Click on “Access to e-Voting” under the e-Voting services menu, and the e-Voting page will appear. Then, click on the company name or the e-Voting service provider’s name, and you will be redirected to the e-Voting service provider’s website, where you can cast your vote during the remote e-Voting period or join the virtual meeting and vote during the meeting.</p>

2) If the user is not registered for IDeAS e-Services, an 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) To visit the e-Voting website of NSDL, open your web browser and enter the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the “Login” icon available under the “Shareholder/Member” section.

A new screen will open where you will be required to enter:

- **User ID** (i.e., your sixteen-digit Demat Account Number held with NSDL),
- **Password/OTP**, and
- A **Verification Code** as shown on the screen.

After successful authentication, you will be redirected to the NSDL Depository site, where you will see the e-Voting page. Click on the company name or the e-Voting service provider’s name, and you will be redirected to the respective e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.

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

NSDL Mobile App is available on



5) 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 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, where you can access the e-Voting feature. Click on the company name or the e-Voting service provider name, and you will be redirected to the respective e-Voting service provider's website for casting your vote during the remote e-Voting period or for joining the virtual meeting and voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 contact at Toll Free No. 022-4886 7000 and 022-2499 7000.

Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode:

1. The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - 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 or www.evoting.nsdl.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 Shareholders holding shares in Demat Form other than individual and Physical Form	
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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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 Purva platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Veer Global Infraconstruction Limited> on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. Click on the EVSN for the relevant <Veer Global Infraconstruction Limited> on which you choose to vote.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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 and enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

18. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- Alternatively, Non-Individual shareholders are required 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; ipoveer@gmail.com , if they have voted from individual tab & not uploaded same in the Purva 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 the meeting and for e-Voting on the day of the AGM shall remain the same as the instructions mentioned above for remote e-Voting.
2. The link for attending the meeting through VC/OAVM will be available where the EVSN of the Company is displayed after successful login, as per the instructions provided above for e-Voting.
3. Shareholders who have already voted through remote e-Voting will be eligible to attend the AGM; however, they shall not be eligible to vote again during the AGM.
4. Shareholders are encouraged to join the AGM through laptops or iPads with the latest versions of internet browsers for a better and seamless experience.
5. Shareholders are advised to allow access to their device’s camera and ensure a high-speed internet connection to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices, tablets, or laptops using mobile hotspots may experience audio or video loss due to network fluctuations. It is, therefore, recommended to use a stable Wi-Fi or LAN connection to mitigate such issues.
7. Shareholders who wish to express their views or ask questions during the meeting may register themselves as speakers by sending their request in advance at least 7 days prior to the AGM by providing their name, Demat account number/folio number, email ID, and mobile number to ipoveer@gmail.com. Shareholders who do not wish to speak but have queries may also send their questions to the same email address at least 7 days prior to the meeting. The company will reply to these queries suitably by email.
8. Only those shareholders who have registered themselves as speakers will be allowed to express their views or ask questions during the AGM.
9. Only those shareholders who are present at the AGM through the VC/OAVM facility, who have not already cast their votes through remote e-Voting, and who are otherwise not barred from voting, shall be eligible to vote through the e-Voting system available during the AGM.

10. If any votes are cast through the e-Voting facility available during the AGM by shareholders who do not attend the AGM through the VC/OAVM facility, such votes shall be considered invalid, as the e-Voting facility during the AGM is available only to shareholders actually attending the meeting.

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

1. **For Physical Shareholders:** Please provide the following details by email to ipoveer@gmail.com or support@purvashare.com:
 - Folio Number
 - Name of the shareholder
 - Scanned copy of the share certificate (front and back)
 - Self-attested scanned copy of PAN card
 - Self-attested scanned copy of Aadhaar card
2. **For Demat Shareholders:** Please ensure that your email ID and mobile number are updated with your respective Depository Participant (DP).
3. **For Individual Demat Shareholders:** Updating your email ID and mobile number with your respective Depository Participant (DP) is mandatory for e-Voting and joining the virtual AGM through the Depository system.

Support and Grievances:

- If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.
- All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for E-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. 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.

To address issues/grievances of shareholders relating to the ensuing AGM the following official has been designated:

Name	Mahesh Kachhawa
Designation	Company Secretary and Compliance Officer Address
Address	A-01, Shalibhadra Classic, 100 Feet Link Road, Near Union Bank of India, Nalasopara East, Thane, Maharashtra – 401209
Contact	+91 9594333331

GENERAL INSTRUCTIONS:

1. The Scrutinizer shall within 2 working days of the conclusion of the e-voting and voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e- voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company, who shall countersign the same.
2. The results of voting shall be declared within 2 working days of the conclusion of AGM. The Scrutinizer shall submit her report to the Chairman or in his absence to Whole-time Director of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.veerglobaltd.com and shall also be communicated to the BSE and those resolutions shall be deemed to be passed at the AGM of the Company.

By Order of the Board of Directors
For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali
(Managing Director - DIN: 05122207)

Date: July 23, 2025 | Place: Mumbai

EXPLANATORY STATEMENT

Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time, the following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying Notice.

Item No. 04

Increase in Authorised Share Capital and Alteration of Clause V of the Memorandum of Association

The existing authorised share capital of the Company is ₹20,00,00,000 (Rupees Twenty Crore only) divided into 2,00,00,000 Equity Shares of ₹10 each. In order to facilitate future fund raising, issue of shares and to meet the growing business requirements of the Company, it is proposed to increase the Authorised Share Capital of the Company from ₹20,00,00,000 (Rupees Twenty Crore only) to ₹25,00,00,000 (Rupees Twenty-Five Crore only) by creation of an additional ₹5,00,00,000 (Rupees Five Crore only) divided into 50,00,000 equity shares of ₹10 each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The Board of Directors at its meeting held on 30/05/2025 approved the increase in authorised share capital and alteration of the Memorandum of Association, subject to the approval of shareholders. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their shareholding in the Company. The Board recommends the passing of the resolution as a Special Resolution as set out in Item No. 4 of the accompanying Notice.

Item No. 05

Continuation of Tenure of Independent Director

Madam Rakhee Jain (DIN: 09612344) was appointed as an Independent Director of the Company for a first term of 3 consecutive Years, in accordance with the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder.

Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, Madam Rakhee Jain is eligible for re-appointment as Independent Director and has offered herself for the re-appointment. The Board of Directors recommends the proposal to re-appoint them as

Independent Directors for remaining first term of 2 Years, not liable to retire by rotation, subject to the approval of the members by way of a Special Resolution.

Madam Rakhee Jain appointment as Independent Director was approved by the Members at the Annual General Meeting held on September 29, 2022. The Company has also received a declaration from her that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013. The Board is of the view that her continued association would benefit the Company and recommends the resolution as set out in Item No. 5 for the approval of the members by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Madam Rakhee Jain to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. A brief profile of Madam Rakhee Jain, as required under Secretarial Standards and/or SEBI Listing Regulations, is provided in the annexure to this Notice.

Item No. 06

Issue of Equity Shares on Rights Issue Basis

To support the Company's expansion plans, strengthen the capital base, meet working capital needs, and general corporate purposes, the Board of Directors proposes to raise additional capital by offering equity shares to the existing Equity Shareholders of the Company on a Rights Basis, for an amount not exceeding ₹50 Crore (Rupees Fifty Crore only), including premium, if any.

As per Section 62(1)(a) of the Companies Act, 2013, if it is proposed to increase the subscribed capital of the Company by the issue of further shares, such shares shall be offered to the existing equity shareholders in proportion to their existing shareholding, unless otherwise decided by the members in a general meeting. The approval of the members is therefore being sought to authorize the Board to offer, issue, and allot such number of Equity Shares as may be decided, in one or more tranches, on such terms and conditions as may be determined by the Board at its discretion. The Rights Issue will be conducted in accordance with the applicable provisions of the Companies Act, 2013, and, where applicable, the rules and regulations prescribed by SEBI and other regulatory authorities.

The Board recommends the resolution as set out in Item No. 7 of the accompanying Notice for approval of the members as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding in the Company, if any, or to the extent of entitlement to apply for the shares offered under the Rights Issue.

Item No. 07

Issue of Equity Shares through Private Placement of Securities.

In order to meet the Company's growth objectives, working capital needs, repayment of debt, capital expenditure, and for general corporate purposes, the Board of Directors of the Company proposes to raise funds up to ₹50 Crore (Rupees Fifty Crore only) by way of private placement of securities.

The proposed fund raising may involve issue of one or more of the following securities in one or more tranches:

- Equity shares
- Fully or partly convertible debentures
- Non-convertible debentures (NCDs)
- Preference shares
- Any other permissible instruments or securities

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, requires a company to obtain prior approval of its shareholders by way of a Special Resolution to offer securities through private placement. Further, if the offer involves equity shares or securities convertible into equity shares, approval is also required under Section 62(1)(c) of the Act.

The detailed terms and conditions of the private placement including Class of Investors, Issue Price, Size, Coupon/Interest, Conversion Terms (if applicable), and timing will be determined by the Board or a Committee thereof, in compliance with applicable laws and market conditions.

The Board recommends the resolution as set out in Item No. 8 of the Notice for approval of the shareholders as a Special Resolution. None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No. 08

Issue of Equity Shares through Follow-on Public Offer.

The Company proposes to raise additional capital to support its growth plans, augment working capital, fund capital expenditure, repay existing borrowings, and for general corporate purposes. In order to achieve these objectives, the Board of Directors proposes to raise funds up to ₹50 Crore (Rupees Fifty Crores only) through a Follow-on Public Offer (FPO) of Equity Shares or other Convertible Securities, in accordance with applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

As per Section 62(1)(c) of the Companies Act, 2013, a company may issue further shares to persons other than existing shareholders if it is authorized by a special resolution passed by its shareholders. Section 23 of the Companies Act, 2013 permits a public company to issue securities to the public through a prospectus.

Accordingly, the approval of shareholders is being sought to authorize the Board to offer and issue securities by way of a Follow-on Public Offer (FPO) for an aggregate amount not exceeding ₹50 crore. The detailed terms and conditions of the issue, including the structure, price, timing, size, category of investors, and other matters, will be determined by the Board or a duly authorized committee, in consultation with the lead managers, advisors, and other intermediaries and in accordance with applicable laws and regulations.

The Board recommends the passing of the resolution as set out in Item No. 9 as a Special Resolution. None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

Item No. 09

Increase in the Borrowing Limits of the Company in terms of Section 180(1)(c) of the Act.

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors of a company shall not borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up share capital, free reserves, and securities premium account unless authorized by the shareholders by way of a special resolution.

To meet the growing financial requirements of the Company, both for ongoing operations and for future expansion, the Board considers it prudent to increase the borrowing powers of the Company to ₹100 Crores (Rupees One Hundred Crores only). The approval of members is therefore being sought to authorise the Board to borrow monies in excess of the limits prescribed under Section 180(1)(c), up to the proposed limit.

The Board recommends the resolution set out at Item No. 10 for approval of the members as a Special Resolution. None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 10

Approval of Related Material Party Transactions

The Company is required to enter into certain transactions in the ordinary course of its business and on an arm's length basis with its related parties, including Promoters, Directors, Key Managerial Personnel, and their respective relatives and entities in which they have significant influence or control.

Pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Section 188 of the Companies Act, 2013, all material related party transactions and any subsequent material modifications require the prior approval of the shareholders by way of a resolution. A transaction is considered "material" if the value of the transaction(s), either individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements or ₹1,000 crore, whichever is lower.

Based on the Company's estimated turnover for FY 2025–26, the following proposed transactions with related parties may or may not exceed the prescribed threshold limit and are therefore considered material in nature. These transactions have been approved by the Audit Committee and the Board of Directors, subject to the approval of the shareholders.

The relevant details of the proposed material related party transactions are as follows:

- **Name of Related Parties:** Shri Vijaybhai Vagjibhai Bhanshali, Shri Priyank Chandrakant Parikh, Shri Vinod Mohanlal Jain, Shri Subodh Jain and Madam Rakhee Jain, along with their respective spouses and relatives.
- **Nature of Relationship:** Promoter, Promoter Group, Director and KMP are interested.
- **Relationship with the Company:** Promoters and Promoter Group; Directors (including independent directors); Key Managerial Personnel (KMP); Relatives of Promoter, Directors and KMP; Firms, LLPs, Companies or Entities in which a Promoter, Director, KMP, or their relative is a Partner, Member, or Owner and has significant influence or control; Joint Ventures and Associates; and any entities under common control/influence.
- **Nature of Transaction:** Sale or Purchase of Goods, Leasing of Property, Availing or Rendering or availing Services, Loan given or taken, Equity/Investment transactions, etc.
- **Estimated Value:** ₹ 20 Crore
- **Duration/Period:** Renewable every Financial Year

These transactions shall be carried out at arm's length and in the ordinary course of business, as per the Company's Related Party Transaction Policy. None of the Directors, Key Managerial Personnel or their relatives, except to the extent of their direct or indirect interest in the entities or transactions as mentioned herein, are concerned or interested, financially or otherwise, in the resolution. The Board recommends the passing of the resolution as set out in the accompanying notice as a Special Resolution.

Item No. 11

Approval for payment of remuneration to Managerial Personnel exceeding the limits prescribed under Section 197

The Board of Directors of the Company, at its meeting held on 23/07/2025, on the recommendation of the Nomination and Remuneration Committee, approved the payment of remuneration to the Managing Director/ Whole-time Director of the Company, which may exceed the limits prescribed under Section 197(1) of the Companies Act, 2013 but is within the limits prescribed in Part II of Schedule V of the Act. The Company proposes to pay such remuneration in the form of salary, allowances, perquisites, bonus, commission and/or other benefits to its Managing Director and/or Whole-time Director for the Financial Years commencing from 2025-26, subject to a maximum of ₹50 Lakhs per annum, computed in accordance with the provisions of Section 198 of the Act. As per the provisions of Section 197(3), if in any financial year, the Company has no profits or inadequate profits, it can pay remuneration to its managerial personnel in accordance with Schedule V, provided a special resolution is passed by the shareholders. The Board commends the Special Resolution set out at Item No. 12 for the approval of Members. None of the Non-Executive Directors or their relatives are concerned or interested, financially or otherwise, in this resolution. All the Managing and the Whole-time Director(s) may be deemed to be concerned or interested in this resolution to the extent it affects the overall remuneration payable to them.

Item No. 12**Re-appointment of Shri Vijaybhai Vagjibhai Bhanshali as Managing Director.**

Shri Vijaybhai Vagjibhai Bhanshali (DIN: 05122207) was appointed as the Managing Director of the Company for term ending on 05/08/2025. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved his re-appointment as Managing Director for a further period of 5 Years post completion of his present term in August 2025. A brief profile of the Managing Director is enclosed.

Key terms of re-appointment:

- Tenure: August, 2025 to August, 2030
- Remuneration: ₹1,00,000 per month, and subject to periodic revision
- Designation: Managing Director (Promoter Category)
- Retirement by rotation: Not liable to retire by rotation
- Authority: Empowered to perform such functions as may be entrusted by the Board of Directors

In so far as the remuneration of Shri Vijaybhai Vagjibhai Bhanshali is concerned, the members by special resolution at the AGM approved the maximum limits within which the authority has been delegated to the Board thereof to fix the remuneration of the Managing Director. Shri Vijaybhai Vagjibhai Bhanshali satisfies all the conditions for re-appointment under the Companies Act, 2013 and has given his consent to act as Managing Director under Section 164 and other applicable provisions. The Board recommends the passing of the resolution as set out in Item No. 13 of the notice as a Special Resolution. None of the Directors and Key Managerial Personnel and their relatives, except Shri Vijaybhai Vagjibhai Bhanshali and his relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors

For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

(Managing Director - DIN: 05122207)

Date: July 23, 2025 | Place: Mumbai

ANNEXURE -I

Disclosures regarding Appointment or Re-Appointment of Directors at the forthcoming Annual General Meeting;

NAME OF THE DIRECTOR	SH. VINOD MOHANLAL JAIN
DIN	06827919
Designation	Non-Executive Director
Date of Birth (Age)	10/05/1975
Qualifications	Non-Matriculate
No. of Shares held in the Company including shareholding as a beneficial owner (as on March 31, 2025)	20,27,690 Equity Shares of the Company
Relationships between Directors and Key Managerial Personnel inter-se	None
Directorships held in other body corporate as on March 31, 2025 (listed and unlisted) (excluding foreign companies)	None

NAME OF THE DIRECTOR	MADAM RAKHEE JAIN
DIN	09612344
Designation	Non-Executive Independent Director
Date of Birth (Age)	06/04/1977
Qualifications	A Qualified Company Secretary and a Commerce Graduate
Experience (including Nature of expertise in specific functional area) / Brief Resume	With more than 20 Years of experience in company and commercial laws.
Required skills and capabilities and the manner in which the proposed person meets such requirements (in case of appointment of Independent Director)	She qualified as a Company Secretary (CS) in 2003 and has over 20 years of experience. From 2006 to 2010, she served as an MCA Manager, gaining 5 years of hands-on experience. In 2010, she obtained her Certificate of Practice (CoP) from the ICSI and continues to practice under this certification.
No. of Shares held in the Company including shareholding as a beneficial owner (as on March 31, 2025)	NIL
Relationships between Directors and Key Managerial Personnel inter-se	None

NAME OF THE DIRECTOR	SH. VIJAYBHAI VAGJIBHAI BHANSHALI
DIN	05122207
Designation	Managing Director
Date of Birth (Age)	01/06/1972
Qualifications	Non-Matriculate
No. of Shares held in the Company including shareholding as a beneficial owner (as on March 31, 2025)	32,04,760 Equity Shares of the Company
Relationships between Directors and Key Managerial Personnel inter-se	Related to Shri Priyank Chandrakant Parikh, Director and Chief Financial Officer of the Company
Directorships held in other body corporate as on March 31, 2025 (listed and unlisted) (excluding foreign companies)	<ol style="list-style-type: none"> 1. Veer Finance Limited 2. Veerone Limited 3. Seven Monks Limited

By Order of the Board of Directors
For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali
(Managing Director - DIN: 05122207)
Date: July 23, 2025 | Place: Mumbai