

NOTICE OF THE 15TH ANNUAL GENERAL MEETING

Notice is hereby given that the 15th Annual General Meeting of the members of Veer Global Infraconstruction Limited, will be held **on Saturday 19th day of September, 2026 at 03:00 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, 2026 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, 2026, together with the Reports of the Board of Directors and the Auditors thereon, placed before the 15th Annual General Meeting be and are hereby received, considered, approved and adopted.”

- 02. To appoint a director in place of Mr. Manvendra Shivshyam Tiwari (DIN: 09585374) who retires by rotation 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. Manvendra Shivshyam Tiwari (DIN: 09585374), 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 the re-appointment of M/s Bansilal Shah & Company, Chartered Accountants (Firm Registration No. 000384W), and, if thought fit, to pass the following 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 15th Annual General Meeting until the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2027, 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 consider and approve the reappointment cum continuation of Tenure of the 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 Shri Subodh Jain (DIN: 09203940), who was appointed as an Independent Director of the Company for a first term of 5 Years, to continue to hold office as an Independent Director of the Company for remaining second term of 5 Years w.e.f 21.06.2026 , 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.”

05. 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 Special Resolution:

RESOLVED THAT pursuant to Sections 23, 62(1)(a) and other applicable provisions of the Companies Act, 2013, the applicable Rules, the Articles of Association and applicable SEBI regulations, consent of the Members be and is hereby accorded to the Board to offer, issue and allot equity shares to the eligible equity shareholders on a rights basis, in one or more tranches, for an aggregate amount not exceeding Rs. 50 crores, on such terms as the Board may determine in accordance with applicable law.

RESOLVED FURTHER THAT the Board be authorised to determine the issue price, entitlement ratio, record date, payment terms, timing and other terms; appoint intermediaries; approve offer documents; obtain approvals; and do all acts necessary to implement the Rights Issue.

06. 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) 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.”

07. To consider and approve 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 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.”

08. To consider and approve for Loans, Deposits, Advances, Guarantees, Securities, and Investments

To consider and approve, from time to time, loans, inter-corporate deposits, advances, guarantees, securities, investments and other permitted financial transactions with body corporates, Directors, Promoters, Promoter Group entities and/or related parties, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED THAT pursuant to Sections 180(1)(c), 185, 186 and other applicable provisions of the Companies Act, 2013, applicable Rules made thereunder, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association and the Company's Policy on Related Party Transactions, and subject to such approvals as may be required, consent of the Members be and is hereby accorded to the Board of Directors to, from time to time:

(a) give loans, inter-corporate deposits or advances, make investments, give guarantees and/or provide securities to any body corporate, company or other permitted entity;

(b) avail loans, inter-corporate deposits, advances or other permitted financial accommodation from any body corporate, Director, Promoter, Promoter Group entity or other permitted person; and

(c) enter into such permitted financial transactions with Directors, Promoters, Promoter Group entities and/or related parties, within an aggregate limit of ₹100 Crore (Rupees Hundred Crore only) and on such terms and conditions as may be approved by the Board, Audit Committee or other competent authority, wherever applicable.

RESOLVED FURTHER THAT the aggregate loans, guarantees, securities and investments under Section 186 of the Companies Act, 2013 shall not exceed ₹100 Crore (Rupees Hundred Crore only), and the Company shall comply with the applicable conditions, including the prescribed rate of interest.

RESOLVED FURTHER THAT the total borrowings of the Company under Section 180(1)(c) of the Companies Act, 2013 shall not exceed ₹100 Crore (Rupees Hundred Crore only), excluding temporary loans permitted under the said Section.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the parties, amount, tenure, rate of interest, security, repayment terms, utilisation and other commercial terms of each transaction and to execute all necessary agreements, documents, forms and filings for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Director, Chief Financial Officer, Company Secretary or other authorised officer of the Company."

By Order of the Board of Directors

For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

(Managing Director - DIN: 05122207)

Date: August 10, 2026

Place: Mumbai

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated January 13, 2021; 03/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, 03/2025 dated September 22, 2025 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (“Circulars”), and in compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015 permitted the holding of the Annual General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the 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. 8 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, 2026, 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, 2026, 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 15th AGM.
9. In terms of the provisions of Section 152 of the Companies Act, 2013, Shri. Manvendra Shivshyam Tiwari (DIN: 09585374) is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment. Further, the tenure of another independent director Shri Subodh Jain (DIN: 09203940) as an Independent Director has also come to an end. The Nomination and Remuneration Committee and the Board of Directors, after due evaluation, recommend the continuation, re-confirmation and re-appointment of Shri Subodh Jain as an Independent Director.
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 **Saturday, 13th September, 2026 to Saturday, 19th September, 2026 (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 Shareregistry (India) Private Limited, Unit No. 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 15th AGM and to cast vote through e-voting system during the 15th 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 voting period begins on **Wednesday, 16th September 2026, 09:00 AM (IST)** and ends on **Friday, 18th September 2026, 05:00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Saturday, 12th September 2026** 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 **Saturday, 12th September, 2026 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	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. 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. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL	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 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. 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) 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 held 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. 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  App Store   Google Play  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.

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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. 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.
5. 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.

6. After entering these details appropriately, click on “SUBMIT” tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVENT NO. for the relevant <Veer Global Infraconstruction Limited> on which you choose to vote.

10. 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.
11. Click on the “NOTICE FILE LINK” if you wish to view the entire Notice.
12. 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.
13. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

14. 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.
- 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 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. 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: August 10, 2026 | 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

To consider and approve the reappointment cum continuation of Tenure of the Independent Director.

The Members are informed that Shri Subodh Jain (DIN: 09203940) was appointed as an Independent Director of the Company for a first term of five consecutive years, in accordance with the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder. Based on his performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board has approved his re-appointment-cum-continuation as an Independent Director for a second term of five consecutive years, subject to approval of the Members by way of a Special Resolution. The Board, considering his experience, expertise, contribution and performance, is of the opinion that his continued association with the Company would be beneficial to the Company.

Shri Subodh Jain has confirmed that he fulfils the applicable independence criteria under Section 149(6) of the Companies Act, 2013 and the SEBI LODR Regulations, 2015 and has furnished the requisite declarations and disclosures. The Board recommends the proposed resolution for approval of the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives except Shri Subodh Jain is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding in the Company, if any. A brief profile of Shri Subodh Jain, as required under Secretarial Standards and/or SEBI Listing Regulations, is provided in the annexure to this Notice.

Item No. 05

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. 5 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. 06

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.6 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. 7**Approval for Payment of Remuneration to Managerial Personnel Exceeding the Limits Prescribed under Section 197 of the Companies Act, 2013**

The company, 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 2026-27, 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. 7 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. 08**Approval for Loans, Deposits, Advances, Guarantees, Securities and Investments**

The Company may, from time to time, in the ordinary course of business, provide or avail loans, inter-corporate deposits, advances, guarantees and securities, make investments and enter into other permitted financial transactions with body corporates, Directors, Promoters, Promoter Group entities and/or other permitted persons, subject to applicable laws. The Company seeks approval of the Members to authorise the Board of Directors to undertake such transactions, from time to time, within an aggregate limit of ₹100 Crore (Rupees One Hundred Crore only), on such terms and conditions as may be considered appropriate and in accordance with applicable laws. The proposed approval is enabling in nature and will provide the Company with flexibility to meet its business and financial requirements from time to time. The Board recommends the resolution set out at Item No. 08 for approval of the Members by way of a Special Resolution.

The Directors, Key Managerial Personnel and their respective relatives may be concerned or interested in the resolution to the extent that they or entities in which they are interested may become parties to transactions covered by the resolution. Except to this extent, none of the other Directors, Key Managerial Personnel or their relatives is 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: August 10, 2026 | Place: Mumbai

ANNEXURE -I

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

NAME OF THE DIRECTOR	SH. SUBODH JAIN
DIN	09203940
Designation	Non-Executive Independent Director
Date of Birth (Age)	09 May 1991
Qualifications	Chartered Accountant (Member of the Institute of Chartered Accountants of India - ICAI) Member Registration No.: 437458
No. of Shares held in the Company including shareholding as a beneficial owner (as on March 31, 2026)	Nil
Relationships between Directors and Key Managerial Personnel inter-se	None
Directorships held in other body corporate as on March 31, 2026 (listed and unlisted) (excluding foreign companies)	None

By Order of the Board of Directors

For: Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

(Managing Director - DIN: 05122207)

Date: August 10, 2026 | Place: Mumbai