NOTICE

NOTICE is hereby given that the **Second Annual General Meeting** of the members of **Vision Infra Equipment Solutions Limited ("the Company")** will be held on Thursday, the 11th September 2025 at registered office of the Company situated at Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune City, Maharashtra, India, 411042 at **11.00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1 **To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 including Balance sheet as at 31st March 2025, the statement of profit and loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors' thereon:**

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

"**RESOLVED THAT**, Audited Standalone and Consolidated Financial statements as on 31st March 2025 i.e., Balance Sheet, Profit and Loss Account, Cash Flow Statement with Accounting Policies, Schedules, Explanatory Notes forming parts of financial statements, Auditor's Report and report of the Board of Directors thereon be and are hereby confirmed, approved and adopted by the members of the company."

2 **To appoint Director in place of Mr. Chetan Vinod Gandhi (DIN: 09857164), Whole time Director of the company, whose office is liable to retire by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment:**

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

"**RESOLVED THAT** as per the Section 152 of the Companies Act, 2013, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any Mr. Chetan Vinod Gandhi (DIN: 09857164), Director of the company, whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment, be and is hereby reappointed as a Director of the company liable to retire by rotation without break in his service as a Whole Time Director of the Company."

3 **To declare final dividend of Rs. 0.50/- per equity share for the financial year ended on 31st March 2025:**

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

"**RESOLVED THAT**, in pursuance to section 123 of the Companies Act, 2013 and applicable provisions and rules thereunder a final dividend at the rate of Rs. 0.5/- per equity share of face value Rs. 10/- (Rupees Ten only) on paid up share capital of the Company be and is hereby declared for the financial year ended on March 31, 2025 and that the same be paid in proportion to the amounts paid up on the shares held by registered shareholder out of profits of the Company for the year ended on 31st March, 2025 subject to deduction of TDS under Section 194 & 195 of the Income Tax Act, 1961 and other applicable taxes.

RESOLVED FURTHER THAT the any of the directors and/or the Company Secretary of the Company be and are hereby authorized severally to complete necessary formalities for dividend payment as per the applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015."

SPECIAL BUSINESS:

4 **To appoint Ms. Anjali Vikas Sapkal (DIN: 02136528) as an independent director (non-executive) and a woman director of the company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015and other applicable provisions if any, (including any statutory modifications or re-enactment thereof), Anjali Vikas Sapkal (DIN: 02136528), who was appointed by the Board of directors as an Additional Independent Director (Non-Executive) of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder, be and is hereby appointed as Independent Director (Non-Executive) and Woman director of the Company not liable to retire by rotation for a term of 4 (four) years.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby jointly and severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms for appointment with the Registrar of Companies."

5 **To appoint Mr. Rahul Ramkrishna Modak (DIN: 11178610) as an independent director (non-executive) of the Company:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions if any (including any statutory modifications or re-enactment thereof), Rahul Ramkrishna Modak (DIN: 11178610), who was appointed by the Board of directors as an Additional Independent Director (Non-Executive) and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director (Non-Executive) of the Company not liable to retire by rotation for a term of 5 (five) years.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby jointly and severally authorized, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms for appointment with the Registrar of Companies."

6 **To approve Material Related Party Transactions for the Financial Year 2025-26:**

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

"RESOLVED THAT pursuant to Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, and subject to such other Regulations, Circulars, Guidelines and Laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed by any of the concerned authorities while granting such approvals, which may be agreed to by the Board of Directors of the Company and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, prior 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 contracts and/or arrangements and/or transactions entered into or to be entered during the financial year 2025-26 with the following Related Parties in ordinary course of business and at arm's length basis at the value which either singly or in aggregate of series of transactions exceeds 10% or more of the annual turnover of the Company as per the last audited financial statements of FY 2024-25 as detailed in the Explanatory Statement annexed to this notice on such terms and conditions as may be decided by the Board of Directors from time to time and mutually agreed between the Company and Related Parties.

Name of related party	Nature of relationship	Nature of transaction (s)/ Contracts/Arrangement(s) with related party	Limits of Transaction	Terms of transaction
Global Infra Equipment	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Machine Hire Charges	Rs 20 Cr.	In the ordinary course of business and at arm's length
Global Infra Equipment	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Purchase of Machineries	Rs. 70 Cr.	In the ordinary course of business and at arm's length
Equipment HUB FZC	Body corporate in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Sale of Machineries	Rs. 200 Cr.	In the ordinary course of business and at arm's length
Equipment HUB	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Equipment HUB	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Sale	Rs. 15 Cr.	In the ordinary course of business and at arm's length
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Purchase of Machineries	Rs. 50 Cr.	In the ordinary course of business and at arm's length
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Professional fees for services	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Sale of Machineries	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Bright Vision infrastructure	Firm in which Sachin Vinod Gandhi Director of the company is partner	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Prime Infracon	Firm in which Sachin Vinod Gandhi and Sameer Sanjay Gandhi Director of the company are partners	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length

"**RESOLVED FURTHER THAT**, the approval of the shareholders of the company be and is hereby accorded in Pursuant to rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, on the basis of approval of audit committee , board is authorized to enter into related transaction category of Other development activities and exigencies subject to value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction during the financial year 2025-2026".

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, as may be necessary, including finalizing the terms and conditions, modes and executing necessary documents, including contracts, schemes, agreements and other documents, file applications, make representations and seek approval from relevant authorities, if required and deal with any matters necessary as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any 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 all actions taken by the Board in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed by the members of the Company in all respects.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to determine the actual sums to be involved in the particular transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and to finalize and execute all agreements, deeds, documents and writings as required for particular transactions and to do all acts, deeds and things in this connection and incidental thereto as the Board of Directors in its absolute discretion may deem fit."

7 To Appoint M/s. KANJ & Co. LLP, Company Secretaries in Practice (ICSI Firm Unique Identification No. P2000MH005900) as Secretarial Auditors of the Company for a period of 5 years beginning from the financial year 2025-26 y for a period of 5 years beginning from the financial year 2025-26 up to the financial year 2029-30:

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

"**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. KANJ & Co. LLP, Company Secretaries in Practice, who have confirmed their eligibility to be appointed as the Secretarial Auditors of the Company in terms of Regulation 24A (1A) of the SEBI Listing Regulations, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to M/s. KANJ & Co. LLP, Company Secretary in Practice during their tenure as the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) and the Company Secretary of the Company, be and are hereby severally authorized to do such acts, deeds and things as may be required and take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

BY THE ORDER OF THE BOARD
FOR **VISION INFRA EQUIPMENT SOLUTIONS LIMITED**

Sachin Vinod Gandhi
Managing Director
DIN: 09857165
Vadgaon Anand at Post, Alephata,
Junnar, Pune, Maharashtra, 412411

Place: Pune
Date: 14/08/2025

NOTES:

1 The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning business under Item Nos. 4 and 5 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from the Director(s) and Secretarial Auditors seeking appointment/re-appointment.

2 Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and a proxy need not be a member of the company. Proxies in order to be effective must be duly filled, stamped, signed and should be deposited at the company's registered office not later than forty- eight hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., Must be supported by appropriate resolution/authority as applicable, issued on behalf of the appointing organization. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or member. The proxy-holder shall prove his identity at the time of attending the meeting. 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.

Members/Proxies/Representatives are requested to bring the attendance slip, annexed herewith, for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.

For the convenience of Members, a route map of the venue of the AGM is enclosed in this Annual Report.

3 The Notice of the AGM along with the Annual Report 2024-25 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website at https://www.visioninfraindia.com/; websites of the Stock Exchanges i.e. National Stock Exchange of India Limited www.nseindia.com and on the website of RTA at www.https://in.mpms.mufg.com/

4 The physical copies of such statements and the Notice of AGM will be dispatched only to those shareholders who request the same. Members who are desirous to have a physical copy of the Annual Report should send a request to the Company's e-mail cs@visioninfraindia.com clearly mentioning their Folio number/DP and Client ID.

For members who have not registered their email IDs so far, are requested to register their email IDs for receiving all the communications including Annual Report, Notices from the Company electronically. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company.

Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address

5 Institutional/Corporate Members (i.e. other than individuals/HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/authorisation etc. authorizing its representatives to attend this AGM on its behalf and to vote through remote e-Voting. The said resolution/authorisation shall be sent by email, from their registered email address to the Scrutinizer by e-mail at cs@visioninfraindia.com

6 Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday/Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.

7 Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members holding shares in physical or dematerialized form, as on the cut-off date, being 4th September 2025 to exercise their right to vote through electronic means from a place other than the venue of the Meeting on any or all of the businesses specified in the accompanying Notice (the "Remote e-voting").

Only those shareholders of the Company who are holding shares and whose names appear in the Register of Members/Beneficial Owners, as on the Cut-off Date i.e. Thursday 4th September 2025 shall be entitled to cast their vote at the AGM. Any person who is not a member of as on the cut-off date should treat this Notice for information purposes only.

8 The remote e-voting period begins on Monday, 8th September 2025 at 9:00 A.M. and ends on Wednesday, 10th September 2025 at 05:00 P.M. The remote e-voting module shall be disabled thereafter.

9 The Board of Directors has appointed CS Rucha Kale as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make, not later than two working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by the Chairman in writing, who shall countersign the same.

The Results on above resolutions shall be declared within two working days of the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

The Results of voting declared along with Scrutinizer's Report(s) will be displayed on the website of the Company and on Service Provider's website www.https://in.mpms.mufg.com/ and the same shall also be simultaneously communicated to the National Stock Exchange of India Limited (NSE).

10 The Company has fixed Thursday 4th September 2025 as the 'Record Date' for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from 4th September 2025 till 10th September 2025 both days inclusive. Dividend of Rs. 0.50/- per equity share of Rs. 10/- each (i.e., 5%), if approved at the AGM, will be paid subject to tax deduction at source ('TDS') on or after 11th September 2025.

11 As per the provisions of Section 72 of the Act, the facility for making nomination is available for Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, they may submit a request in Form SH-14. If a Member desires to opt out from Nomination facility, then they may submit a request in Form ISR 3.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

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

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

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

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

OR

Shareholders who have not registered for NSDL IDeAS facility:

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

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

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

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

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

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

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

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

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

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

METHOD 3 - NSDL OTP based login

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

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

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

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

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

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - Individual Shareholders registered with CDSLEasi/Easiest facility

Shareholders who have registered/ opted for CDSL Easi/Easiest facility

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

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

OR

Shareholders who have not registered for CDSL Easi/Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on “Link InTime/MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

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

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.

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

e) After successful authentication, click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

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

a) Login to DP website

b) After Successful login, user shall navigate through “e-voting” option.

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

d) After successful authentication, click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

STEP 1: LOGIN/SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.

b) Enter details as under:

1. User ID: Enter User ID

   NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

   CDSL demat account – User ID is 16 Digit Beneficiary ID.

   Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click “Submit”.

   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

Shareholders who have not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

1. **User ID:** Enter User ID

   NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

   CDSL demat account – User ID is 16 Digit Beneficiary ID.

   Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

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

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

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

   *Shareholders holding shares in NSDL form, shall provide ‘D’ above

   **Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

5. Set the password of your choice

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

6. Enter Image Verification (CAPTCHA) Code

7. Click “Submit” (You have now registered on InstaVote).

8. Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

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

B. Select ‘View’ icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour/Against’ (If you wish to view

   the entire Resolution details, click on the ‘View Resolution’ file link).

D. After selecting the desired option i.e. Favour/Against, click on ‘Submit’.

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

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

STEP 1 - Custodian/Corporate Body/ Mutual Fund Registration

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

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

C. Fill up your entity details and submit the form.

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

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

STEP 2 - Investor Mapping

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

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

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

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

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

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney

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

STEP 3 - Voting through remote e-voting

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

METHOD 1 - VOTES ENTRY

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

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

c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

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

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

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

METHOD 2 - VOTES UPLOAD

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

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

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

d) E-voting page will appear.

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

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

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

Helpdesk:

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

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

Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password :

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

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on : https ://instavote.linkintime.co.in

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code(CAPTCHA).
- Click on "SUBMIT".

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

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

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

General Instructions - Shareholders

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

confidential.

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

contained in this Notice.

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

particular "Event".

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

ORDINARY BUSINESS: ITEM NO. 2

To appoint Director in place of Mr. Chetan Vinod Gandhi (DIN: 09857164) Director of the company, whose office is liable to retire by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment -

As per the provisions of Section 152(6) of the Companies Act, 2013, Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which first directors appointed and at every subsequent annual general meeting one-third of such of the directors for the time as are liable to retire by rotation or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Accordingly, Mr. Chetan Vinod Gandhi (DIN: 09857164) Whole time Director of the company is liable to retire by rotation in the ensuing Annual General Meeting. He offers himself for re-appointment without break in his service as a Whole Time Director of the Company and consent to act as a director as well as disclosure for non-disqualification as required under the Companies Act, 2013 has already been received from Mr. Chetan Vinod Gandhi (DIN: 09857164). As on the date of notice, Mr. Chetan Vinod Gandhi (DIN: 09857164) holds 57,122,00 (23.18) % Equity Shares in Paid up Share Capital of the Company in his individual capacity. The relevant details of director who is proposed to be re-appointed as director of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as per Annexure A attached to this notice. Except Mr. Chetan Vinod Gandhi (DIN: 09857164) being an appointee Director and Mr. Sachin Vinod Gandhi(DIN: 09857165) Managing Director and Chairman of the company being the brother of appointee Director, none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 2 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 to the notice for approval of Members.

SPECIAL BUSINESS: ITEM NO. 4:-

To appoint Ms. Anjali Vikas Sapkal (DIN: 02136528) as an independent director (non-executive) and a woman director of the company:

The Board at its meeting held on 3rd May 2025 has reappointed Ms. Anjali Vikas Sapkal (DIN: 02136528) as an Additional Director (Non-Executive Independent Director) with effect from 3rd May 2025 will be liable not to retire by rotation. till the conclusion of ensuing 2nd Annual General meeting. Anjali Ms. Vikas Sapkal, being eligible has offered herself for appointment as an Independent Director (Non-Executive) and Woman Director signifying her intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Ms. Anjali Vikas Sapkal as an Independent Woman Director (Non-Executive Director) will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and she will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. She has given her consent for the proposed appointment to the office of Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 4 to the notice for approval of Members.

SPECIAL BUSINESS: ITEM NO. 5:-

To appoint Mr. Rahul Ramkrishna Modak (DIN: 11178610) as an independent director (non-executive) of the Company:

The Board at its meeting held on 28th July 2025 Mr. Rahul Ramkrishna Modak (DIN-11178610) has reappointed as an Additional Director (Non-Executive Independent Director) with effect from 28th July 2025 not liable to retire by rotation. till the conclusion of ensuing 2nd Annual General meeting. Mr. Rahul Ramkrishna Modak (DIN-11178610) being eligible has offered himself for appointment as an Independent Director (Non-Executive) signifying his intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Mr. Rahul Ramkrishna Modak as an Independent (Non-Executive Director) will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and he will provide his expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has given his consent for the proposed appointment to the office of Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution, except to the extent of their shareholding.

The Board recommends the Special Resolution set out at Item No. 5 to the notice for approval of Members.

SPECIAL BUSINESS: ITEM NO. 6:-

To approve Material Related Party Transactions for the Financial Year 2025-26

Pursuant to Section 188 of the Companies Act, 2013 ('the Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case of material transactions with related parties exceeding the limits specified in the Rules. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% or more of the turnover of the Company as per the last audited financial statements of the listed entity.

Pursuant to proviso to Section 188 of the Companies Act, 2013, various transactions and contracts are entered by the company in its ordinary course of business and done on an arm's length basis hence exempt from provisions of Section 188 of the Act. The company has obtained prior approval of the Audit Committee and Board as and wherever required before entering into transactions with related party. The value of transactions with below mentioned Related Parties of the Company as defined under the Act in respect of financial year 2025-26 either taken singly or all taken together with subjected related party may exceed 10% or more of the annual consolidated turnover of the Company as per the last audited financial statements of the Company i.e. FY 2024-2025 and therefore require the ratification for transactions entered and approval of shareholders for further related party transactions. The particulars required to be provided under Clause 3 of the Explanation to Rule 15 Sub-Rule 3 of the Companies (Meetings of Board and its Power) Rules, 2014 are given below:

Name of related party	Nature of relationship	Nature of transaction (s)/ Contracts/Arrangement(s) with related party	Limits of Transaction	Terms of transaction
Global Infra Equipment	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Machine Hire Charges	Rs 20 Cr.	In the ordinary course of business and at arm's length
Global Infra Equipment	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Purchase of Machineries	Rs. 70 Cr.	In the ordinary course of business and at arm's length
Equipment HUB FZC	Body corporate in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Sale of Machineries	Rs. 200 Cr.	In the ordinary course of business and at arm's length
Equipment HUB	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Equipment HUB	Firm in which Sachin Vinod Gandhi and Chetan Vinod Gandhi Directors of the company are partners	Sale	Rs. 15 Cr.	In the ordinary course of business and at arm's length
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Purchase of Machineries	Rs. 50 Cr.	In the ordinary course of business and at arm's length
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Professional fees for services	Rs. 10 Cr.	In the ordinary course of business and at arm's length

Name of related party	Nature of relationship	Nature of transaction (s)/ Contracts/Arrangement(s) with related party	Limits of Transaction	Terms of transaction
Canrod India Private Limited	Company in which Sachin Vinod Gandhi and Chetan Vinod Gandhi are Directors	Sale of Machineries	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Bright Vision infrastructure	Firm in which Sachin Vinod Gandhi Director of the company is partner	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length
Prime Infracon	Firm in which Sachin Vinod Gandhi and Sameer Sanjay Gandhi Directors of the company are partners	Machine Hire Charges	Rs. 10 Cr.	In the ordinary course of business and at arm's length

Note: Pursuant to Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, where Related Party Transaction cannot be foreseen and transaction details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding Rs. 1,00,00,000/- (One Crore only) per transaction or such other limits prescribed by the Regulatory authorities.

Thus, in view of compliance with the statutory requirements as per section 188 of the Companies Act, 2013 approval of the members for material related party transactions entered into or to be entered is being sought by way of Ordinary Resolution.

The audit committee has given a recommendation for approval for the above stated related party transactions entered or to be entered during the financial year 2025-26. Except financial interest of Mr. Mudduraj Chandrashekhar Kulkarni, Mr. Sachin Vinod Gandhi, Mr. Chetan Vinod Gandhi, Mr. Sameer Sanjay Gandhi and their relatives, none of the other directors and KMPs or their relatives are interested or concerned, financially or otherwise, in the resolution set out at item no. 4. The Board recommends the Ordinary Resolution set out at Item No. 4 to the notice for approval of Members.

SPECIAL BUSINESS: ITEM NO. 7:-

To Appoint M/s. KANJ & Co. LLP, Company Secretaries in Practice (ICSI Firm Unique Identification No. P2000MH005900) as Secretarial Auditors of the Company for a period of 5 years beginning from the financial year 2025-26 up to the financial year 2029-30:

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary.

Regulation 24A of the SEBI Listing Regulations, as amended, further requires the Company to obtain the approval of its Members for appointment or re-appointment of the Secretarial Auditors.

The Board of Directors of the Company ('Board') at its meeting held on 14th August 2025 appointed M/s. KANJ & Co. LLP, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration No. P2000MH005900/ Peer Review No. 1331/2021), as the Secretarial Auditor of the Company for a term of five consecutive years, commencing from financial year 2025-26 till financial year 2029-30, subject to approval of the Members.

If appointed, M/s. KANJ & Co. LLP will carry out Secretarial Audit for financial years 2025-26 to 2029-30. M/s. KANJ & Co. LLP have submitted their eligibility certificate and consent to act as the Secretarial Auditor of the Company and have confirmed that their proposed appointment, if made, will be in accordance with the conditions prescribed under Regulation 24A (1A) of the SEBI Listing Regulations.

The fee proposed to be paid to M/s. KANJ & Co. LLP towards Secretarial Audit for FY 2025-26 shall be Rs. 2,52,000/- per annum, excluding applicable taxes and out-of-pocket expenses, with the authority to the Board to make revisions as it may deem fit. There is no material change in the proposed fee payable to M/s. KANJ & Co. LLP compared to that of the previous Secretarial Auditor.

The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the secretarial audit fee as above and will be decided by the Management in consultation with the Secretarial Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Board.

M/s. KANJ & Co. LLP is a well-known firm of Practicing Company Secretaries founded in 2000 and based in Pune. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, ensuring the highest standards in professional practices. The firm has a team of 12 Partners, 50+ employees and is focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency. The firm provides its services to various prominent companies, and their expertise has earned the trust of industry leaders. The firm has the necessary capabilities and competencies to perform their duties as Secretarial Auditors of the Company. M/s. KANJ & Co. LLP have the relevant experience and expertise to conduct the Secretarial Audit of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution at Item No. 7 of the accompanying Notice.

ATTENDANCE SLIP

(To be surrendered at the time of entry)

ANNUAL GENERAL MEETING

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 2nd Annual General Meeting of Vision Infra Equipment Solutions Limited at the registered office of the company at Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune City, Maharashtra, India, 411042 on Thursday, 11th day of September, 2025 at 11.00 A.M.

Signature of the Shareholder/ Proxy/Representative present	

Regd. Folio	
Name of the Shareholder	
Number of Shares	

Signature

FORM NO. MGT - 11

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN:	L77309PN2024PLC227226
Name of the Company:	Vision Infra Equipment Solutions Limited
Registered Office:	401-405, 4th Floor, International Business Bay, Gurunanak Nagar Bhavani Peth, Pune- 411042

Name of the Members	L77309PN2024PLC227226
Registered address	Vision Infra Equipment Solutions Limited
E-mail ID	401-405, 4th Floor, International Business Bay, Gurunanak Nagar Bhavani Peth, Pune- 411042
Folio No./DP ID & Client ID*	

*Applicable in case shares are held in electronic form.

I/We, being the holder(s) of ____ shares of hereby appoint:

Name of the Members	
Address	
E-mail ID	
	Signature: ___________________________

Or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: ___________________________

Or failing him/her

Name of the Members	
Address	
E-mail ID	
	Signature: ___________________________

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday the 11th September 2025 at 11.00 A.M. at the registered office of the Company situated at Shop No 401-405, Bhawani, International Business Bay, Bhavani Peth, Pune City, Maharashtra, India, 411042 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.	Description	For	Against
Ordinary Business.			
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2025 including Balance sheet as at 31st March 2025, the statement of profit and loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors’ thereon:		
2	Appoint Director in place of Mr. Chetan Vinod Gandhi (DIN: 09857164), Whole time Director of the company, whose office is liable to retire by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment:		
3	To declare final dividend of Rs. 0.50/- per equity share for the financial year ended on 31st March 2025.		
Special Business.			
4	To appoint Ms. Anjali Vikas Sapkal (DIN: 02136528) as an independent director (non-executive) and a woman director of the company:		
5	To appoint Mr. Rahul Ramkrishna Modak (DIN: 11178610) as an independent director (non-executive) of the Company:		
6	To approve Material Related Party Transactions for the Financial Year 2025-26:		
7	To Appoint M/s. KANJ & Co. LLP, Company Secretaries in Practice (ICSI Firm Unique Identification No. P2000MH005900) as Secretarial Auditors of the Company for a period of 5 years beginning from the financial year 2025-26 up to the financial year 2029-30:		

Signed this _____ day of ______ 2025

____
Signature of Member

____
Signature of first proxy holder

____
Signature of second proxy holder

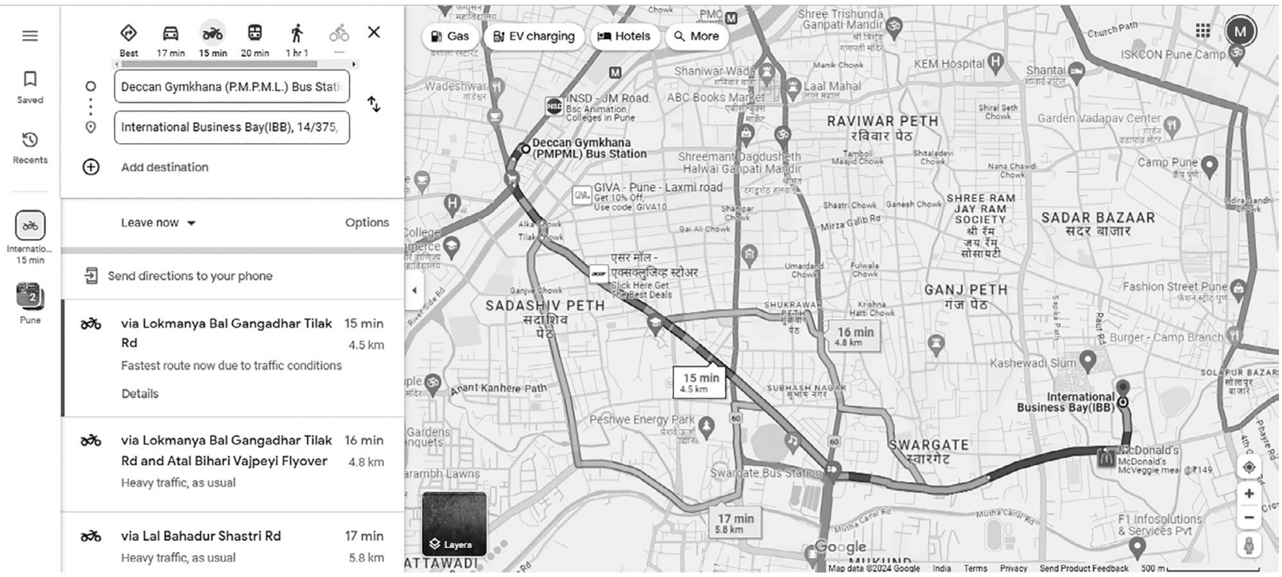
____
Signature of third proxy holder

Affix
Revenue Stamp

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the registered office of the Company.
2. Please put a ‘X’ in the appropriate column against the respective resolutions. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards - 2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10 % (ten percent) of the total share capital of the Company. Members holding more than 10 % (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

ROUTE MAP



Prominent Landmark: Ganesh Pride Co-op Society

Annexure- A

DETAILS OF DIRECTORS UNDER SECRETARIAL STANDARD - 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA READ WITH REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE 44TH ANNUAL GENERAL MEETING (AGM) FOR THE ITEM NUMBER 3, 4 AND 6:

Name	Chetan Vinod Gandhi	Anjali Vikas Sapkal	Rahul Ramkrishna Modak
DIN	09857164	02136528	11178610
Current Position	Whole time Director	Additional Non Executive Independent Director	Additional Non Executive Independent Director
Date of Birth	25/02/1987	16-12-1975	03-08-1965
Age	37	50	60
Date of first Appointment:	12/01/2024	06/02/2024	28/07/2025
Qualification	Master in Business Administration	Postgraduate program in Financial Management	Postgraduate degree in Commerce
Experience	He has an overall experience of around 14 years.	She has an overall experience of around 20 years.	He has an overall experience of around 30 years
Expertise in Specific functional areas	He plays a pivotal role in overseeing various facets of our Company's operations. He diligently manages refurbishment activities, spearheads sales strategies, and provides leadership to our office team, ensuring cohesion and efficiency across all departments. His strategic vision, and exceptional interpersonal skills, have been instrumental in driving our Company towards sustainable growth and success.	She has an overall experience of 20 years in the field of Quality Management System specializing in designing, and implementing management systems.	He is an accomplished business leader with over 30 years of experience in senior management roles His deep industry knowledge, coupled with a hands-on leadership approach, has enabled him to build resilient and growth-oriented businesses.
Number of Board Meetings attended during the year:	Attended all 15 board meetings held in F.Y. 2024-25	Attended all 16 board meetings held in F.Y. 2024-25	NA
Shareholding in the Company	57,122,00 equity shares	Nil	Nil
Relation with other Directors, Manager or KMP	Brother of Sachin Vinod Gandhi	-	-
Other Directorships:	Listed Entity - Nil Other Companies - Canrod India Private Limited	Listed Entity - Markolines Pavement Technologies Limited G M Polyplast Limited Other Companies - Gretex Share Broking Limited Markolines Infra Limited	Listed Entity - Nil Other Companies - Nil
Membership / Chairmanship of Committees of the board along with listed entities	Nil	Markolines Pavement Technologies G M Polyplast Limited Positions are held from time to time	Nil
Listed entities from which the person has resigned in the past three years including Membership / Chairmanship of Committees of respective company	Nil	Nil	Nil
Terms and conditions of appointment or re-appointment	To be re-appointed as Whole-time Director, liable to retire by rotation.	To be appointed as Independent Director (Non-Executive) and Woman director not liable to retire by rotation	To be appointed as Independent Director (Non-Executive) of the Company not liable to retire by rotation