



Registered Office

A-01, Shalibhadra, 100 Feet Link Road,
Near Union Bank of India, Nalasopara East,
Thane, Maharashtra – 401209, **Tel:** 0250-2990331
CIN: L45309MH2012PLC225939

E-mail: ipoveer@gmail.com; **Website:** www.veerglobaltld.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s)

Notice is hereby given that the Extra-Ordinary General Meeting of the members of “**Veer Global Infraconstruction Limited**”, will be held on **Saturday, 25th April, 2026 at 12:00 P.M. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”). 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 to transact the following business:

SPECIAL BUSINESS:

01. TO APPROVE CONVERSION OF LOAN INTO EQUITY SHARES BY WAY OF ISSUANCE OF EQUITY SHARES ON PREFERENTIAL BASIS.

To consider and approve conversion of loan into equity shares/securities of the Company by way of issuance of equity shares on preferential basis/ private placement basis, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 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 and other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (“Act”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and subject to such approvals, consents, permissions as may be necessary from regulatory authorities including SEBI and BSE and subject to such conditions as may be prescribed while granting such approvals, consent of the members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis through private placement up to 8,00,000 fully paid-up equity shares of face value ₹10/- each at an issue price of ₹85/- per equity share (including a premium of ₹75/- per share), aggregating up to ₹6,80,00,000, on a preferential basis, for consideration other than cash



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by way of conversion of outstanding unsecured loans, to the following allottees, on such terms and conditions as maybe determined by the board:

Sr. No.	Name of Proposed Allottee	Issue Price (₹)	No. of Equity Shares
1.	Veerone Limited	85/-	4,26,400
2.	Veer Finance Limited	85/-	3,73,600
	TOTAL		8,00,000

RESOLVED FURTHER THAT the ‘Relevant Date’ for the purpose of determination of the floor price for issue of the Equity Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is March 26, 2026 (“Relevant Date”), being the date 30 (Thirty) days prior to the date on which the meeting viz. an Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the preferential issue.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the identified investors/ allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the identified investors/ allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the preferential issue (“Offer Document”) after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT pursuant to the allotment 8,00,000 (Eight Lakh) Equity Shares of ₹10/- each at an issue price of ₹85/- per equity share (including premium of ₹75/- per equity share) on preferential basis for consideration other than cash, by way of adjustment/set-off of outstanding unsecured loan, the Paid-up Share Capital of the Company be and is hereby increased from ₹16,24,34,200 (Rupees Sixteen Crore Twenty-Four Lakh Thirty-Four Thousand Two Hundred only) consisting of 1,62,43,420 (One Crore Sixty-Two Lakh Forty-Three Thousand Four Hundred Twenty) Equity Shares of ₹10/- each to ₹17,04,34,200 (Rupees Seventeen Crore Four Lakh Thirty-Four Thousand Two Hundred only) consisting of 1,70,43,420 (One Crore Seventy Lakh Forty-Three Thousand Four Hundred Twenty) Equity Shares of ₹10/- each.



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RESOLVED FURTHER THAT the equity shares so allotted shall be fully paid-up and shall rank *pari passu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the equity shares to be issued and allotted shall be subject to lock-in as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an application to the Stock Exchanges for obtaining in-principle approval and to take all such steps as may be necessary in connection with the issue and allotment of the equity shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, including accepting any modifications required by regulatory authorities, without being required to seek further consent of the Members.”

02. APPROVAL OF RELATED PARTY TRANSACTIONS

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company’s Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) on such material terms and conditions as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm’s length basis with the following related party(s) during financial year 2026-27:

- a) **Name of Related Parties:** Shri Vijaybhai Vagjibhai Bhanshali, Shri Priyank Chandrakant Parikh, Shri Vinod Mohanlal Jain, Shri Chandrakant Vadilal Parikh, Shri Hasmukh Bhanshali, Shri Mukesh Chunilal Jain, Shri Abhishek Mukesh Jain, Madam Anita Bhanshali, Shri



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Subodh Jain and Madam Rakhee Jain, along with their respective spouses, relatives and entities in which they are Promoter, Director and KMP.

- b) Nature of Relationship:** Promoter, Promoter Group, Director and KMP.
- c) Relationship with the Company:** Promoters and Promoter Group; Directors (including independent directors); Key Managerial Personnel (KMP); Relatives of Promoter, Directors and KMP; Firms, LLPs, Companies or Entities in which a Promoter, Director, KMP, or their relative is a Partner, Member, or Owner and has significant influence or control; Joint Ventures and Associates; and any entities under common control/influence.
- d) Nature of Transaction:** Sale or Purchase of Goods, Leasing of Property, Availing or Rendering or availing Services, Loan given or taken, Equity/Investment transactions, etc.
- e) Estimated Value:** Does not exceed ₹ 20 Crore (aggregated over the Financial Year 2026–27)
- f) Duration/Period:** Renewable every Financial Year

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

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

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



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By Order of the Board

For Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

Managing Director — DIN: 05122207

Place: Nalasopara

Date: 30.03.2026

NOTES

1. An explanatory statement, pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Businesses to be transacted at the Extraordinary General Meeting (EGM/Meeting) is annexed hereto.
2. Pursuant to General Circular No.2/2022 dated 5th May, 2022, Circular No.14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, and Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and other applicable circulars issued from time to time, companies are permitted to hold EGMs through Video Conferencing / Other Audio Visual Means without the physical presence of Members at a common venue. In compliance with the said Circulars, this EGM is being conducted through VC/OAVM.
3. Generally, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
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 EGM 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.



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5. Since the EGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
6. Members can join the EGM through VC/OAVM 15 minutes before and after the scheduled commencement time. The facility shall be available for Members on a first-come-first-served basis, excluding large Shareholders (holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Board Committees and Auditors, who may attend without restriction.
7. In the case of joint holders, the Member whose name appears as the first holder in the Register of Members shall be entitled to vote electronically.
8. The attendance of Members through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Companies Act, 2013.
9. This EGM shall be conducted through VC/OAVM from the Company's Registered Office at A-01, Shalibhadra Classic, 100 Feet Link Road, Near Union Bank of India, Nalasopara East, Thane, Maharashtra – 401209, which shall be deemed to be the venue of the meeting.
10. All documents referred to in this Notice shall be available for inspection at the Registered Office of the Company from 11:00 AM to 1:00 PM on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the EGM.
11. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant. Members holding shares in physical form may submit their PAN to the Company or its Registrar and Transfer Agent.
12. In accordance with the aforesaid MCA and SEBI Circulars, the Notice of this EGM is being sent only through electronic mode to all Members whose email addresses are registered with the Company / Registrar and Transfer Agent / Depositories.
13. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, SS-2 issued by ICSI, and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its



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Members in respect of the business to be transacted at the EGM. The Company has engaged Purva Sharegistry (India) Private Limited as the authorised agency for e-voting.

14. Pursuant to above mentioned circulars, the Notice of the EGM, 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. Members may note that the Notice of the EGM, 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 EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., <https://evoting.purvashare.com/>.
15. Member are requested to address all correspondences, including any other matters, to the Registrar and Share Transfer Agents, M/s. Purva Sharegistry (India) Private Limited, 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011, Maharashtra Tel.: 022-23012518/8261, Email: support@purvashare.com Website: www.purvashare.com.
16. 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 EGM in a fair and transparent manner.
17. The Scrutinizer shall submit her 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.
18. The results of voting, along with the Scrutinizer's consolidated report, shall be placed on the Company's website www.veerglobaltd.com and communicated to BSE Limited immediately after declaration. The Resolution shall be deemed to be passed on the date of the EGM.
19. Members who wish to express views or ask questions in advance may send the same to ipoveer@gmail.com mentioning their name, DEMAT account number / folio number, email ID and mobile number.



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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

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

- (i) The remote e-voting period begins from **09:00 A.M. on Wednesday 22nd April, 2026 and ends on 5:00 P.M. on Friday, 24th April, 2026 (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 10th April, 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, **18th April, 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.



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- (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,



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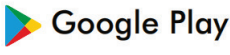
	the user will be able to see the e-Voting options where e-Voting is in progress and can also directly access the systems of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) Existing IDeAS users can visit the e-Services website of NSDL by opening a web browser and entering the following URL: https://eservices.nsdl.com, either on a personal computer or a mobile device. Once the e-Services home page is displayed, click on the “Beneficial Owner” icon under the “Login” section available within the ‘IDeAS’ section. A new screen will open, where you will need to enter your User ID and Password. After successful authentication, you will be able to access the e-Voting services. Click on “Access to e-Voting” under the e-Voting services menu, and the e-Voting page will appear. Then, click on the company name or the e-Voting service provider’s name, and you will be redirected to the e-Voting service provider’s website, where you can cast your vote during the remote e-Voting period or join the virtual meeting and vote during the meeting. 2) If the user is not registered for IDeAS e-Services, an option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) To visit the e-Voting website of NSDL, open your web browser and enter the following URL: https://www.evoting.nsdl.com either on a personal computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the “Login” icon available under the “Shareholder/Member” section. A new screen will open where you will be required to enter: • User ID (i.e., your sixteen-digit Demat Account Number held with NSDL), • Password/OTP, and • A Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you will see the e-Voting page. Click on the company name or the e-Voting service provider’s name, and you will be redirected to the respective e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining the virtual meeting and voting during the meeting.



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	4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on     5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.



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

LOGIN TYPE	HELPDESK DETAILS
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800-21-09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at Toll Free No. 022-4886 7000 and 022-2499 7000.

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

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

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.



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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.
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7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Veer Global Infraconstruction Limited> on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details. Click on the EVSN for the relevant <Veer Global Infraconstruction Limited> on which you choose to vote.
13. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ipoveer@gmail.com , if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM 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 EGM 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 EGM; however, they shall not be eligible to vote again during the EGM.
4. Shareholders are encouraged to join the EGM 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.



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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 EGM by providing their name, Demat account number/folio number, email ID, and mobile number to ipoveer@gmail.com. Shareholders who do not wish to speak but have queries may also send their questions to the same email address at least 7 days prior to the meeting. The company will reply to these queries suitably by email.
8. Only those shareholders who have registered themselves as speakers will be allowed to express their views or ask questions during the EGM.
9. Only those shareholders who are present at the EGM 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 EGM.
10. If any votes are cast through the e-Voting facility available during the EGM by shareholders who do not attend the EGM through the VC/OAVM facility, such votes shall be considered invalid, as the e-Voting facility during the EGM 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).



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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 EGM through the Depository system.

Support and Grievances:

- If you have any queries or issues regarding attending EGM & 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 EGM ARE AS UNDER:

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



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To address issues/grievances of shareholders relating to the ensuing EGM 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 EGM, 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 EGM. 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 on the website of NSDL at www.evoting.nsdl.com and shall also be communicated to the BSE and those resolutions shall be deemed to be passed at the EGM of the Company.

By Order of the Board

For Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

Managing Director — DIN: 05122207

Place: Nalasopara

Date: 30.03.2026



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

ITEM NO. 1:

1. Particulars of the Offer

The Company in order to reduce debt, proposes to issue equity shares on a preferential basis for consideration other than cash, by way of adjustment/set-off of such outstanding unsecured loan. The Board of Directors at its meeting held on 30th March, 2026, have proposed approved the preferential issue of fully paid-up equity shares of face value ₹10/- each, at a price of ₹85/- per share, aggregating to ₹6,80,00,000.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (“the Act”) and other applicable provisions, if any, of the enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis. The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees. The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

- 2. Objects of the Issue:** The proposed preferential issue is being made by way of conversion of outstanding unsecured loans. No fresh cash inflow is envisaged. The conversion shall reduce the Company's debt and strengthen its balance sheet.
- 3. Total number of securities, kind of securities and price:** Issuance of 8,00,000 fully paid-up equity shares of face value ₹10/- each at an issue price of ₹85/- per share (including a premium of ₹75/-), aggregating to ₹6,80,00,000, on a preferential basis in accordance with Chapter V of the ICDR Regulations, 2018. A valuation report dated 26th March, 2026 which justifies the issue price of ₹85/- per equity share has been obtained from FCA Anil Jain, a Registered Valuer, shall be available for inspection by the Members at the EGM and will also be made available on the Company's website veerglobalttd.com.



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- 4. Price at which the allotment is proposed:** ₹85/- per fully paid-up equity share of face value ₹10/- each. Since the proposed issue is for consideration other than cash, the valuation report also confirms the fairness of the consideration, being adjustment/set-off of unsecured loan.
- 5. Basis on which the floor price has been arrived at:** The price for the proposed preferential issue has been determined in accordance with Regulation 165 of the SEBI ICDR Regulations, 2018, applicable to infrequently traded securities.
- 6. Relevant Date:** The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Equity Shares to be issued is Thursday, March 26, 2026, i.e. 30 (thirty) days prior to the date of this Extraordinary General Meeting.
- 7. Proposed time schedule and time frame within which the Preferential Issue shall be Completed:** As required under the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of the shareholders resolution provided that where the allotment of the proposed Subscription Shares is pending on account receipt of any approval or permission from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of the last of such approvals or permissions.
- 8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:** None of the promoters, directors, key managerial personnel or senior management of the issuer intends to subscribe to the offer.
- 9. Class of persons to whom allotment is proposed:** The proposed allotment shall be made exclusively to the following persons/entities:

Sr. No.	Name of Proposed Allottee	Category	Loan Amount	Issue Price	No. of Equity Shares
1.	Veerone Limited	Non-Promoter -Body Corporate	3,62,44,000	85	4,26,400
2.	Veer Finance Limited	Non-Promoter -Body Corporate	3,17,56,000	85	3,73,600
	TOTAL		6,80,00,000		8,00,000



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10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Name of Natural Person	Proposed Allottee	% Holding	Nature of Control
Sanjay R Gupta	Veer Finance Limited	11.25%	Direct Control
Amrendra Kumar		4.52%	Direct Control
Dev Vijay Bhanshali		2.86%	Director
Vijaybhai Vagjibhai Bhanshali		1.96%	Promoter
Priyank Chandrakant Parikh		1.63%	Promoter and Director
Vinod Mohanlal Jain		1.15%	Promoter
Pushpa Vinodkumar Jain		1.10%	Indirect Control
Sunita Sanjay Gupta		1.10%	Indirect Control
Jagdish Narayan Patil		0.81%	Promoter
Veer Global Infraconstruction Ltd		0.61%	Promoter
Anita V Bhanshali		0.44%	Promoter
Nishita Chandrakant Parikh		0.33%	Indirect Control
Mukesh Chunilal Jain		0.22%	Indirect Control
Arunbhai Jain		0.22%	Indirect Control
Abhishek Mukesh Jain		0.22%	Indirect Control
Raveena Mukesh Jain		0.22%	Indirect Control
Nidhi Hiran		0.22%	Indirect Control
Manju Mukesh Jain		0.22%	Indirect Control
Vaishali Rajendra Lunawat		0.22%	Indirect Control
Ajaykumar Premchand Jain		0.22%	Indirect Control
Girish Desai		0.02%	Director
Sanjay R Gupta	Veerone Limited	16.35%	Promoter
Sanjai Kumar Panday		4.64%	Indirect Control
Vijaybhai Vagjibhai Bhanshali		2.04%	Promoter and Director
Vinod Mohanlal Jain		0.43%	Promoter
Abhishek Mukesh Jain		0.43%	Promoter
Priyank Chandrakant Parikh		0.43%	Promoter and Director
Pushpa Vinodkumar Jain		0.43%	Promoter
Hardikkumar Vaghajibhai Ballu		0.43%	Promoter
Vikesh Govind Rathod		0.00%	Director
Akash Kiritkumar Morakhiya		0.00%	Director



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11. Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre-Preferential Issue		Post-Preferential Issue	
		No. of shares	%	No. of shares	%
A.	Promoter & Promoter Group Shareholding				
A1.	Indian				
i)	Individuals & HUF	11927342	73.43	11927342	69.98
ii)	Any Others (Body Corporate)	0	0	0	0.00
Sub Total A (1)		11927342	73.43	11927342	69.98
A2	Foreign Promoters	0	0	0	0
Sub Total A (2)		0	0	0	0
TOTAL (A=A1+A2)		11927342	73.43	11927342	69.98
B.	Public Shareholding				
B1.	Institutional				
i)	Domestic Institutions	0	0	0	0
ii)	Foreign Institutions	0	0	0	0
B2.	Non-Institutional				
i)	Resident Individuals	4135175	25.46	4135175	24.26
ii)	Non-Resident Indians (NRIs)	9000	0.06	9000	0.05
iii)	Bodies Corporate	388	0.00	800388	4.70
iv)	Any Other (Clearing Member, HUF, LLP, Trust)	171515	1.06	171515	1.01
TOTAL (B=B1+B2)		4316078	26.57	5116078	30.02
C.	Non-Promoter – Non-Public Shareholder				
C1.	Non-Promoter – Non-Public	0	0	0	0
TOTAL (C)		0	0	0	0
GRAND TOTAL (A+B+C)		16243420	100.00	17043420	100.00

12. Change in control: The proposed preferential issue will not result in any change in the management or control of the Company.

13. Current and proposed status of allottees — promoter or non-promoter: The Proposed Allottees are non-promoter and such status will continue to remain the same post the Preferential Issue.

14. Monitoring Agency: Not Applicable.



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15. Names of the Proposed Allottees, the percentage of post preferential issue capital that may be held by the allottee:

Name of the Allottees	Category	Pre-Preferential Shareholding		Allotment	Post-Preferential Shareholding	
		No. of Equity Shares	%		No. of Equity Shares	%
Veerone Limited	Non-Promoter – Body Corporate	0	0.00	426400	426400	2.50
Veer Finance Limited	Non-Promoter – Body Corporate	0	0.00	373600	373600	2.19

16. Preferential allotments during the year: The Company has not made any preferential allotment during the current Financial Year 2025–26.

17. Valuation and Justification for the allotment proposed to be made for consideration other than Cash: The proposed allotment is being made for consideration other than cash, by way of conversion of outstanding unsecured loans and / or share application money advanced by the proposed allottees to the Company. In accordance with Regulation 163(1) of the ICDR Regulations, 2018, a Valuation Report issued by the IBBI Registered Valuer certifying the fair value of the equity shares of the Company is enclosed herewith and shall be placed before the Members at this EGM.

18. Material terms of issue: The equity shares to be allotted shall be fully paid-up and shall rank *pari passu* with the existing equity shares of the Company in all respects from the date of allotment.

19. Lock-in period: The Subscription Shares shall be subject to lock-in for 6 (Six) months from the date of trading approval as specified under Regulation 167(3) of Chapter V of the SEBI ICDR Regulations.

20. Practicing Company Secretary’s Certificate: The certificate from B.L. Harawat & Associates, Practicing Company Secretary, (Membership No. 6098), pursuant to Regulation 163(2) of the SEBI LODR Regulations certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, shall be available for inspection by the Members at the EGM and will also be made available on the Company’s website veerglobalttd.com.



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21. Listing: The Company shall make an application to BSE Limited for listing of the equity shares to be allotted pursuant to this preferential issue. Such shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company.

22. Undertaking: The Company hereby undertakes that:

- I. It shall re-compute the price of the equity shares in terms of the ICDR Regulations, 2018, where required to do so.
- II. If the amount payable on account of re-computation of price is not paid within the stipulated time, the allotted equity shares shall continue to be locked-in till such amount is paid by the proposed allottees.
- III. None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- IV. None of the Company's Directors or Promoters is a fugitive economic offender under the Fugitive Economic Offenders Act, 2018.
- V. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with BSE Limited and the LODR Regulations, as amended.
- VI. The Company is eligible to make the proposed preferential issue under Chapter V of the ICDR Regulations, 2018.

23. The proposed allottees have confirmed that:

- I. they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date of 26th March, 2026;
- II. they have not been debarred from accessing the capital markets or restrained by any regulatory authority from acquiring the said securities;
- III. they shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, wherever applicable;
- IV. the funds / loans advanced to the Company represent their own funds from lawful sources.

24. PAN: The Company has obtained the PAN of all proposed allottees. None of the proposed allottees are Qualified Institutional Buyers (QIBs).

25. Outstanding dues: The Company does not have any outstanding dues to SEBI, BSE Limited or the Depositories.



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26. In-Principle Approval: The Company has made an application to BSE Limited for in-principle approval for the proposed preferential issue simultaneously with the dispatch of this Notice, in compliance with Regulation 160(f) of the ICDR Regulations, 2018 read with Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

ITEM NO. 2:

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

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

Based on the Company's estimated turnover for FY 2026–27, the following proposed transactions with related parties may or may not exceed the prescribed threshold limit and are therefore considered material in nature. These transactions have been approved by the Audit Committee and the Board of Directors, subject to the approval of the shareholders.

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

- 1. Name of Related Parties:** Shri Vijaybhai Vagjibhai Bhanshali, Shri Priyank Chandrakant Parikh, Shri Vinod Mohanlal Jain, Shri Chandrakant Vadilal Parikh, Shri Hasmukh Bhanshali, Shri Mukesh Chunilal Jain, Shri Abhishek Mukesh Jain, Madam Anita Bhanshali, Shri Subodh Jain and Madam Rakhee Jain, along with their respective spouses, relatives and entities in which they are Promoter, Director and KMP.
- 2. Nature of Relationship:** Promoter, Promoter Group, Director and KMP are interested.
- 3. Relationship with the Company:** Promoters and Promoter Group; Directors (including independent directors); Key Managerial Personnel (KMP); Relatives of Promoter, Directors and KMP; Firms, LLPs, Companies or Entities in which a Promoter, Director, KMP, or their relative is a Partner, Member, or Owner and has significant influence or control; Joint Ventures and Associates; and any entities under common control/influence.



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- 4. Nature of Transaction:** Sale or Purchase of Goods, Leasing of Property, Availing or Rendering or availing Services, Loan given or taken, Equity/Investment transactions, etc.
- 5. Estimated Value:** ₹ 20 Crore
- 6. Duration/Period:** Renewable every Financial Year

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

By Order of the Board

For Veer Global Infraconstruction Limited

Sd/-

Vijaybhai Vagjibhai Bhanshali

Managing Director — DIN: 05122207

Place: Nalasopara

Date: 30.03.2026