



September 06, 2025

The Manager, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001	Company Symbol: VUENOW Scrip Code: 531997 ISIN: INE164D01010
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Sub: Notice of the 31st Annual General Meeting ('AGM') and Annual Report for the Financial Year 2024-2025

Dear Sir/ Madam,

This is to inform you about that the 31st Annual General Meeting ('AGM') of M/s. Vuenow Infratech Limited (**the 'Company'**) is scheduled to be held on Tuesday, September 29, 2025, at 03:30 P.M.(IST) through Video Conference ('VC') / Other Audio-Visual Means ('OAVM'), to transact the business as set forth in the Notice of the AGM.

Pursuant to Regulation 34 and other provisions, as applicable, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), Annual Report for the financial year 2024-2025, comprising Notice for the 31st AGM and Audited Standalone Financial Statement of the Company for the financial year 2024-2025 along with Auditor's Reports thereon, Director's Report, and other reports required to be annexed thereto, is enclosed herewith.

In compliance with the applicable provisions of the Companies Act, 2013 (the 'Act'), rules made thereunder, Listing Regulations and various circulars issued by the Ministry of Corporate Affairs and SEBI, the Notice convening the 31st AGM along with Annual Report for the financial year 2024-2025 is being sent only through emails to all those shareholders whose email addresses are registered with the Company/ Registrar & Share Transfer Agent / Depository Participant(s).

Kindly note that the facility of casting votes by a member using remote e-Voting system before the AGM as well as e-Voting during the AGM will be provided by CDSL. The remote e-Voting facility would be available during the following period:

The remote e-voting period begins on	Friday, September 26, 2025 at 09:00 A.M. (IST)
The remote e-voting period end on	Sunday, September 28, 2025 at 05:00 P.M. (IST)

You are requested to take the above information and enclosed documents on your record.

**For & on behalf of
Vuenow Infratech Limited**

**Rahul Anandrao Bhargav
Managing Director & CFO
DIN: 08548577**

VUENOW INFRATECH LIMITED

CIN: L62099MH1993PLC074167

Reg. Office: Z1-3092, Akshar Business Park, Sector 25, Vashi,
Navi Mumbai, Sanpada, Thane, Maharashtra-400703

E-Mail: goodvalueirrigationltd@gmail.com **Website:** <https://www.vuenowinfratech.co.in>



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF M/s VUENOW INFRATECH LIMITED WILL BE HELD ON MONDAY 29TH SEPTEMBER, 2025 AT 03:30 P.M. THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS (“VC/OAVM”) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO. 1- To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon

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

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon as circulated to the Members, be and are hereby considered and adopted.”

ITEM NO. 2- To propose re-appointment of Mr. Rahul Anandrao Bhargav (DIN: 08548577), who retires by rotation and being eligible, offers himself for reappointment

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Rahul Anandrao Bhargav (DIN: 08548577)**, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company.”

ITEM NO. 3- Appointment of M/s NYS and Company, Chartered Accountants (FRN:017007N) as statutory Auditors of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. NYS and Company, Chartered Accountants (Firm Registration No. 017007N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 31st Annual General Meeting (AGM) until the conclusion of the 36th AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

SPECIAL BUSINESS:

ITEM NO. 4- Alteration of Object Clause of the Memorandum of Association:

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authority(ies), the Board of Directors is authorised to accept, as it may deem fit, the approval be and is hereby accorded to the Company to amend the



Memorandum of Association of the Company by addition of following object(s) after the existing subclause 7 of the Clause III(A) (Main Objects) of Memorandum of Association of the Company:

8. To invest, buy, sell, trade, acquire, exchange, give on hire purchase or lease, improve, build, construct, operate, maintain, mortgage, pledge, discount and generally deal in immoveable and moveable assets, real estate properties and residual assets of all kinds and descriptions, commodities and securities and any rights and interest therein;
9. To carry on business of an investment Company and/ or a holding Company, to buy, sell, deal, hold, invest, disinvest, exchange and surrender in securities including but not limited to stocks, shares whether equity or preference whether convertible or non-convertible and redeemable or irredeemable, warrants, scrips, derivatives, debt instruments, bonds, debentures whether perpetual or redeemable and convertible or non-convertible, policies, book debts, pass-through certificates, mutual funds, claims and commercial papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non- government, public or private or any local authority whether in India or abroad, and to promote, subsidize and assist Companies and syndicates in order to promote the business of Company.
10. To acquire any such shares, stock, debenture, debenture stock, bonds obligations or securities, by original subscription, participation in syndicates, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.
11. To vary and otherwise dispose of, sell, exchanges transfers or alienate any of the Company's investment and those mentioned in (2) and (3) above.
12. To buy, sell, exchange, improve maintain and generally deal in real estate properties, improved and unimproved, office buildings, stores buildings, dwelling houses, wharves, water rights and privileges and any rights and interest therein; to build, construct, operate, maintain, lease and sell dwelling houses, apartment houses, factories and business houses of all kinds and descriptions to maintain to general real estate agency and broker's business, to act as agent, broker or attorney – in fact for any person or corporations; to make and obtains loans upon real estate, improved or unimproved to mortgage, pledge and otherwise deal in all kinds of property, to let out on a rent apartments, offices, lands.
13. To construct roads, dams, bridges, to develop and tender for infrastructure projects, develop business parks, special economic zones, develop irrigation projects, develop electrical projects, trading of building materials, undertaking contracting and labour work for infrastructure projects.
14. To invest in, acquire, deal in demat or in physical mode in bullion, other precious metals, precious stones, jewellery and buy, sell and deal, wholesale and retail, import and export in bullion, precious metals, precious stones, jewellery and articles made of precious metals, precious stones, articles of virtue and objects of art.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnels of the Company be and are hereby severally authorized to perform all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, including filing of the requisite forms or submission of documents with any authority, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto.”

ITEM No: 5 Appointment of M/s. Ankit Singhal & Associates, Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive Years.

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, Regulation 24A, and applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable rule(s), regulation(s), guideline(s), notification(s) or circular(s) issued by the Government of India, the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and/ or any



other competent authority, (including any amendment(s), statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), subject to such other approvals as may be necessary, the approval of shareholders of the Company be and is hereby accorded to appoint M/s Ankit Singhal & Associates, Company Secretaries (Unique Code.: S2019DE697200 and Peer Review Certificate No: 2276/2022) as the Secretarial Auditors of the Company to conduct the secretarial audit for a term of 5 (five) consecutive years, starting from April 1, 2025 and ending on March 31, 2030 and submission of secretarial audit report thereon at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, as decided by the board of directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnels of the Company be and are hereby severally authorized to perform all such acts, deeds, matters and things as they may deem necessary, proper and/ or expedient, including filing of the requisite forms or submission of documents with any authority, to give effect to the aforesaid resolution and for the matters connected herewith or related hereto.”

ITEM No: 6 Increase in the borrowing limits of the Company

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

“RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company’s business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to **INR 500 crore/- (Indian Rupees Five Hundred Crore Only)** or equivalent amount in any other foreign currency.

“RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

Item No. 7: To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not **exceeding INR. 500 Crores (Indian Rupees Five Hundred Crores Only)**, notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

Item No. 8: Authorization under Section 180(1)(a) of the Companies Act, 2013 for creation of charges on the assets of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (**hereinafter referred to as the 'Board', which term shall include any Committee thereof or any person(s) authorized by the Board in this behalf**), to create such charges, mortgages, hypothecation, pledge or other encumbrances, in one or more tranches, on all or any part of the movable and/or immovable properties of the Company, both present and future, and/or the whole or any part of the undertaking(s) of the Company, in such form and manner as the Board may deem fit and appropriate, in favour of banks, financial institutions, debenture trustees or other lenders, to secure borrowings or other financial assistance obtained or to be obtained by the Company, from time to time, provided that the maximum extent of the indebtedness secured by such charges or mortgages shall not **exceed Rs. 500 Crores (Rupees Five Hundred Crores Only)** at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

Item No. 9: Regularization of Mr. Chahan Vinod Vora (DIN: 10275707) as Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Consent of the Members of the company be and is hereby accorded, to regularize Mr. Chahan Vinod Vora (DIN: 10275707) as Non-Executive Independent Director on the Board of the Company not liable to retire by rotation for a period of Five (5) years commencing from 02nd September, 2025 to 01st September, 2030.

RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized for the time being to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnels of the Company for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required.”

Item No. 10: Regularization of Ms. Deepti Sharma (DIN: 10042713) as Non-Executive Woman Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, consent of the Members of the company be and is hereby accorded, to regularize **Ms. Deepti Sharma (DIN: 10042713)** as Non-Executive Woman



Independent Director on the Board of the Company not liable to retire by rotation for a period of Five (5) years commencing from 02nd September, 2025 to 01st September, 2030.

RESOLVED FURTHER THAT the Board of Directors and/ or Key Managerial Personnels of the Company be and is hereby authorized for the time being to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.

RESOLVED FURTHER THAT any of the Director for the time being be and are hereby severally authorized to sign the certified true copy of the resolution of the resolution to be given as and when required."

Item No. 11: Increase in Authorized Share Capital of the Company & consequential alteration of Memorandum of Association of the Company

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

"RESOLVED THAT Pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company or any other applicable laws for the time being in force, the consent of the member of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from **Rs. 25,00,00,000/- divided into 250,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rs. Ten) each to Rs. 75,00,00,000/- divided into 750,00,000 (Seventy Crores Fifty Lakhs Only) Equity shares of Rs. 10/- (Rs. Ten) each** ranking Pari -passu in all respect with the Equity Shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause V as under:

V. The Authorised Share Capital of the Company is INR 75,00,00,000/- (Indian Rupees Seventy-Five Crores Only) divided into 750,00,000 (Seven Crores Fifty Lakhs) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT any Directors or Chief Financial Officer or Key Managerial Personnel of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit."

Item No. 12: Preferential Issuance of up to 59,99,736 Equity Shares of Vuenow Infratech Limited ("VIL"), to the shareholders of Mahakal Devcon Limited ("MDL"), through SWAP of fully paid-up Equity Shares of MDL

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

"RESOLVED THAT pursuant to Sections 23(1)(b), 42, 62(1)(c) read with and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("SEBI ICDR Regulations"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") the listing agreements entered into by the Company with the BSE Limited ("Stock Exchange") on which the Equity Shares of the Company having face value of Rs.10/- (ten) each ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities, (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and



subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution, consent of the Members of the Company hereby accorded to the Board and is hereby authorized in its absolute discretion to create, offer and allot, on a preferential basis, up to **59,99,736** (Fifty Nine Lakh Ninety Nine Thousand Seven Hundred and Thirty Six) equity shares having face value of Rs. 10/- (Rupees Ten) each fully paid-up ("Equity Shares") at a issue price of 87.11/- each including at a premium of Rs. 77.11/- per Equity Share ("**Subscription Shares**"), for consideration other than cash towards payment of the total purchase consideration of up to **Rs. 52,26,37,002** (Rupees Fifty-two Crores Twenty-Six Lakhs Thirty-Seven Thousand and Two only) at a price determined as per the provisions of regulation 164 & 166A of SEBI (ICDR) Regulations, 2018 on such terms and conditions and in such manner as the Board may think fit in its absolute discretion to the under mentioned persons, on preferential basis for consideration other than cash i.e. swap of equity shares at a ratio 50:17 in exchange of every 17 (Seventeen) equity shares of Mahakal Devcon Limited, 50 (Fifty) Equity Shares of the Vuenow Infratech Limited will be issued to the below mentioned persons under the category of Non-Promoter Group:

Sr. No.	Name of the Party	No. of Shares (% of Capital)	Category	(% of Capital)
1	Amit Kumar	13,33,061	Non-Promoter	4.56
2	Rakesh Kumar Priyadarshi	20,00,118	Non-Promoter	6.85
3	Arcane Technology Private Limited	16,00,094	Non-Promoter	5.48
4	WCA Services Private Limited	10,66,463	Non-Promoter	3.65
	Total	59,99,736		20.55

RESOLVED FURTHER THAT the "**Relevant Date**", as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is **Friday, August 29th, 2025** i.e., being the date 30 (Thirty) days prior to the meeting of the members of the Company is to be held to consider the Preferential issue of equity shares and the issue price determined in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (i) The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and shall be subject to receipt of necessary approvals for listing and trading, and shall be listed and traded on the BSE Limited ('BSE') and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (ii) The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (iii) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- (iv) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (v) The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares



held by the Proposed Allottees and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution

(vi) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT subject to the receipt of such other approvals as may be required under applicable laws, the Board of Directors of the company be and is hereby authorised to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed 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 ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company, any other director(s) and/ or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

**By order of the Board
For Vuenow Infratech Limited**

**Sd/-
Rahul Anandrao Bhargav
Managing Director & CFO
DIN: 08548577**

**Date: 02.09.2025
Place: Mumbai**



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with Secretarial Standard-2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed hereto and forms part of this Notice.
2. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI read with other relevant circulars, notifications, guidelines issued by MCA and SEBI (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (collectively referred to as “Circulars”), companies are allowed to convene their AGM through VC or OAVM, without the physical presence of members at a common venue. Accordingly, in compliance with the aforesaid Circulars, AGM of the Company is being held through VC/ OAVM. The members are requested to attend and participate in the AGM through VC/ OAVM.
3. The Circulars have dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the shareholders. Accordingly, this Notice, along with the Annual Report for the financial year ended March 31, 2025 (“**Annual Report for F.Y. 2024- 25**”), is being sent only through electronic mode to those shareholders whose e-mail addresses are registered with the Company/ registrar and share transfer agent (“RTA”)/ depositories/ depository participants (“DP”) as on **August 29, 2025**.
4. In accordance with the SS-2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company which shall be the deemed venue of the AGM.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI, Regulation 44 of the SEBI Listing Regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Circulars, the Company is providing facility of voting through electronic means to its shareholders in respect of the business(es) to be transacted at the AGM. Accordingly, the shareholders may either vote through remote e-voting facility provided by the Company (“**Remote e-voting**”) or through e-voting facility at the AGM (“**Voting at the AGM**”), collectively referred to as (“**e-Voting**”).
6. The Board of Directors of the Company (“**Board**”) has appointed **Mr. Amit Saxena**, (Membership No.: A29918, COP No.: 11519), Proprietor, M/s Amit Saxena and Associates, Company Secretaries, as the scrutinizer (“**Scrutinizer**”) to scrutinize the voting process in a fair and transparent manner. The Board has appointed Central Depositories Services (India) Limited (**CDSL**) as the e-voting agency for facilitating e-Voting.
7. Members who have cast their vote(s) by Remote e-voting may also attend and participate in the AGM through VC/ OAVM means but shall not be entitled to cast their vote(s) again.
8. Members who will be attending/ participating in the AGM through VC/ OAVM facility and have not cast their vote(s) on the resolutions through Remote e-voting and are otherwise not barred in doing so, shall be eligible for Voting at the AGM.
9. Members may note that the Notice and Annual Report for the F.Y. 2024-25 is also available on the Company’s website <https://www.vuenowinfratech.co.in> and the website of the stock exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Any member desirous of obtaining the physical copy of the said Notice and Annual Report for F.Y. 2024-25, may write a request to the Company at goodvalueirrigationltd@gmail.com or to RTA at support@purvashare.com. or may send a duly signed request in original at the registered office of the Company mentioning DP ID and Client ID/ Folio no.



10. The AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of the members at a common venue, therefore, the facility for appointment of proxy by the members to attend and cast vote(s) is not available for AGM. Hence the proxy form, and attendance slip including route map are not annexed to this Notice. The Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their vote(s) through e-Voting.
11. Members of the Company, whose names appear in the register of members / list of beneficial owners as on **Monday, September 22, 2025 ("Cut-off date")** are entitled for e-Voting on resolutions set forth in this Notice. Any holder of shares in physical form, or any individual or non-individual member, who acquires shares and becomes a member of the Company after dispatch of this Notice and holds shares as on the Cut-off date, may cast vote by following the process provided in this Notice for Remote e-voting and Voting at the AGM.
12. Members can join the AGM through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on a first come first served basis. Large shareholders (shareholders holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. are allowed to attend the AGM without restriction on account of first come first served basis.
13. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Voting rights of members shall be in proportion to the paid-up equity share capital of the Company held by them, as on the Cut-off date i.e. **Monday, September 22, 2025 ("Cut-off date")**. In the case of joint holders, the member whose name appears as the first holder in the order of the names as per the register of members of the Company/ records of the depository as on cut-off date will be entitled to vote at the meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements maintained under Section 189 of the Act and also any other document as mentioned in the notice shall be made available for inspection electronically by the members during the AGM. Members seeking to inspect such documents can send an email to <https://www.vuenowinfratech.co.in>.
16. Brief profile of the director to be re-appointed including information required pursuant to Regulation 36 of the SEBI Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, is annexed as **Annexure-A, B & C**.
17. Information required pursuant to Regulation 36 of the SEBI Listing Regulations read with the applicable provisions of SS-2 issued by the ICSI, with reference to appointment of Auditor is annexed as **Annexure-D & E**.
18. Nomination facility as per the provisions of section 72 of the Act is available to members holding shares in the Company. Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form No. SH13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. ISR-3 or SH-14 as the case may be. Members holding shares in demat form may approach their respective DP to complete the nomination formalities.
19. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, power of attorney registration, bank mandate details, etc. to their respective DPs in case the shares are held in demat form and to the RTA in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document(s). Further, members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
20. The Register of Members and Share Transfer Books of the Company will remain closed from, **Monday, 22nd September, 2025 to Monday, 29th September, 2025 (both day inclusive)**.



21. Remote e-voting

The Remote e-voting period shall commence on **Friday, September 26, 2025 at 9.00 A.M. (IST) and ends on Sunday, September 28, 2025 at 5.00 P.M. (IST)**. The said Remote e-voting module shall be disabled by CDSL for voting immediately thereafter. During this period, members of the Company holding shares either in physical form or in demat form, as on the Cut-off date i.e. Monday, September 22, 2025, may cast their vote by Remote e-voting. A person who is not a member on the Cut-off date should treat this Notice for information purposes only.

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

- (i) The Voting period begins on **Monday, 22nd September, 2025 to Monday, 29th September, 2025 (both day inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Monday, 22nd September, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- (iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- (iv) The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- (v) The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (vi) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- (vii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at <http://www.vuenowinfratech.co.in>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.



- (viii) The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- (ix) In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

- (i) The voting period begins on **Friday, September 26, 2025 at 09.00 A.M. (IST) and ends on Sunday, September 28, 2025 at 05.00 P.M. (IST)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Monday, 22nd September, 2025 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to 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 Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a



	<p>Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsd.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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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



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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.



- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; goodvalueirrigationltd@gmail.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **15 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

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

**By order of the Board
For Vuenow Infratech Limited**

**Sd/-
Rahul Anandrao Bhargav
Managing Director & CFO
DIN: 08548577**

**Place: Mumbai
Date: 02-09-2025**



ANNEXURE – A

Details of the Directors seeking re-appointment at the 31st Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	Rahul Anandrao Bhargav
Director Identification Number	08548577
Date of Birth	21/04/1977
Age	48 years
Nationality	Indian
Qualification	MBA
Original Date of Appointment	09-02-2023
Brief Resume of the Director (Including age and qualifications)	He has rich Experience of over Seventeen Years in the field of Business Development and media Consultancy. He is playing a vital role in formulating business strategies and development and effective implementation of the same.
Experience and nature of expertise in specific functional area	Business Development and Media Consultancy
Shareholding in the Company, either directly or by way of beneficial ownership	36.70 %
Terms and Conditions of appointment/re-appointment	As decided by the Board of Directors
No. of meetings of the Board attended during the financial year 2024-2025	17
Remuneration sought to be paid and remuneration last drawn	As decided by the Board of Directors
Directorships, Membership / Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	Directorship Unlisted. <ol style="list-style-type: none"> 1. White Mountain Media and Technologies Private Limited 2. Avni Itinfra Ventures Limited 3. Ogb Security Private Limited 4. Ritija Ventures Private Limited 5. Ritija Dharmarth Seva Foundation
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None



ANNEXURE – B

Details of the Directors seeking regularization at the 31st Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	Mr. Chahan Vinod Vora
Director Identification Number	10275707
Date of Birth	28/08/1991
Age	34 years
Nationality	Indian
Qualification	Chartered Accountant
Original Date of Appointment	02-09-2025
Brief Resume of the Director (Including age and qualifications)	Expertise in conducting in-depth audits and devising successful improvement strategies. Methodically evaluated documents and systems and initiated corrections in compliance with established standards. Focuses on delivering high-quality results and producing exceptional work.
Experience and nature of expertise in specific functional area	Audit of various Companies
Shareholding in the Company, either directly or by way of beneficial ownership	NIL
Terms and Conditions of appointment/re-appointment	As decided by the Board of Directors
No. of meetings of the Board attended during the financial year 2024-2025	0
Remuneration sought to be paid and remuneration last drawn	As decided by the Board of Directors
Directorships, Membership / Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	Directorship-Unlisted: Rainbow Reckoners (OPC) Private Limited Listed: Marinetrans India Limited Chairperson of Audit Committee Member in Nomination & Remuneration Committee & Stakeholders Relationship Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None



ANNEXURE – C

Details of the Directors seeking regularization at the 31st Annual General Meeting of the Company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	Ms. Deepti Sharma
Director Identification Number	10042713
Date of Birth	09/02/1988
Age	37 years
Nationality	Indian
Qualification	MBA
Original Date of Appointment	02-09-2025
Brief Resume of the Director (Including age and qualifications)	Deepti Sharma is a seasoned professional with over 9 years of experience in diversified verticals. She has a Master of Commerce degree from Rajasthan University and an MBA in Operations Management from Narsee Monjee Institute of Management Studies, Mumbai.
Experience and nature of expertise in specific functional area	Business Management
Shareholding in the Company, either directly or by way of beneficial ownership	NIL
Terms and Conditions of appointment/re-appointment	As decided by the Board of Directors
No. of meetings of the Board attended during the financial year 2024-2025	0
Remuneration sought to be paid and remuneration last drawn	As decided by the Board of Directors
Directorships, Membership / Chairmanship of Committees of other Boards along with the listed entities from which the director has resigned in the past three years	Directorship-Listed. Veefin Solutions Limited Member in Audit Committee Chairperson in Nomination & Remuneration Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None



ANNEXURE – D

Details of the Auditors being re-appointed at the 31st Annual General Meeting of the Company as per Regulation 36 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	M/s. NYS & Company
Proposed fees payable to the statutory auditor along with terms of appointment	As discussed between the Board and Auditor
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Due to expertise in the field of Management and Accountancy Firm Name: NYS & Company Firm PAN: ACSFS6647P FRN No: 017007N Peer Review certificate No.: 015270

ANNEXURE – E

Details of the Auditors being re-appointed at the 31st Annual General Meeting of the Company as per Regulation 36 SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Particulars	Details
Name	M/s. Ankit Singhal & Associates
Proposed fees payable to the statutory auditor along with terms of appointment	As discussed between the Board and Auditor
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed.	Due to expertise in the field of Consultancy Services Firm Name: Ankit Singhal & Associates FRN No: S2019DE697200 Peer Review certificate No.: 2276/2022



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice and shall be taken as forming part of the Notice.

Item No. 4: Alteration of Object Clause of the Memorandum of Association

Your Board has to consider from time-to-time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the Objects Clause of the Memorandum of Association of the Company (“MOA”), which is presently restricted in scope, is required to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the Objects Clause of the MOA as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge its area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The “Main Object” clause of the MOA of the Company is being amended by inserting new sub-clause 8, 9, 10, 11, 12, 13 and 14 after the existing said sub-clause 7. The Board at its meeting held on **September 02, 2025** has approved alteration of the MOA of the Company and the Board now seek Member’s approval for the same.

The draft copy of the Memorandum of Association of the Company with the proposed alteration is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board of the Company recommends the resolution set out in item No. 4 for approval of shareholders as **Special resolution**.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 5: Appointment of M/s. Ankit Singhal & Associates, Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive Years

M/s Ankit Singhal & Associates (Unique Code.: S2019DE697200 & Peer Review Certificate No.: 2276/2022) brings rich experience in corporate governance and compliance.

The Board on recommendation of audit committee, after evaluating the credentials of **M/s Ankit Singhal & Associates**, including their experience in conducting secretarial audits for listed companies and past performance, has approved and recommended their appointment as the Secretarial Auditors of the Company for a term of five consecutive financial years, starting from April 1, 2025 and ending on March 31, 2030, for the approval of shareholders.

They have confirmed that they hold a valid peer review certificate from the ICSI and have provided their consent, and confirmation on eligibility for appointment as Secretarial Auditors of the Company under Regulation 24A(1A) of the Listing Regulations. The proposed remuneration to be paid to the Secretarial Auditors for conducting secretarial audit for the financial year 2025-26 would be decided by the board.

It is further proposed to authorize the Board of Directors, to finalize the above remuneration, and to approve any revision in remuneration during the term of the appointment including reimbursement and out of pocket expenses, if any.

The Board of the Company recommends the resolution set out in **item No. 5** for approval of shareholders as **Ordinary Resolution**.



None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Item No. 6: Increase in the borrowing limits of the Company

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at **Item no. 6** for approval by the members of the Company as **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 7: To increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("**Act**"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013 for **item no. 7**, by way of **Special Resolution**, up to a limit of Rs. 500 Crores, as proposed in the Notice as it is in the interest of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No. 8: Authorization under Section 180(1)(a) of the Companies Act, 2013 for creation of charges on the assets of the Company

The Board of Directors of the Company in its meeting held on **22.08.2025**, has discussed that in order to secure borrowings made or to be made by the Company from banks, financial institutions, or other lenders, it may be necessary to create fixed and/or floating charges, including by way of mortgage, hypothecation, or pledge, on the Company's movable or immovable properties, both present and future.

As per the provisions of Section 180(1)(a), the Board of Directors shall not, except with the consent of the members by way of a **Special Resolution**, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or, where the company owns more than one undertaking, the whole or substantially the whole of any of such undertakings.

In view of the aforesaid, it is proposed to take approval under Section 180(1)(a) of the Companies Act, 2013 for **item no. 8**, by way of **Special Resolution**, up to a limit of Rs. 500 Crores, as proposed in the Notice as it is in the best interest of the Company and its stakeholders.



None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company, if any.

Item No. 9: Regularization of Mr. Chahan Vinod Vora (DIN: 10275707) as Non-Executive Independent Director of the Company

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Mr. Chahan Vinod Vora (DIN: 10275707)** was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on **02nd September, 2025**, with effect from such Board meeting.

A brief profile of **Mr. Chahan Vinod Vora (DIN: 10275707)** including nature of his expertise, is provided as Annexure-B of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Mr. Chahan Vinod Vora (DIN: 10275707)** from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 02nd September, 2025 to 01st September, 2030.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 9** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution**.

Item No. 10: Regularization of Ms. Deepti Sharma (DIN: 10042713) as Non-Executive Woman Independent Director of the Company

In accordance with the pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Deepti Sharma (DIN: 10042713)** was appointed as an Additional Non- Executive Independent Director of the Company on the board of the Company by the directors in their Board Meeting held on **02nd September, 2025**, with effect from such Board meeting.

A brief profile of **Ms. Deepti Sharma (DIN: 10042713)** including nature of her expertise, is provided as Annexure-C of this Notice. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of **Ms. Deepti Sharma (DIN: 10042713)** from Additional Non-Executive Independent Director to Non-Executive Independent Director of the Company not liable to retire by rotation for a period of Five (5) years commencing from 02nd September, 2025 to 01st September, 2030.

None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the resolution at **Item No. 10** of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as **Special Resolution**.

Item No. 11: Increase in Authorized Share Capital of the Company & consequential alteration of Memorandum of Association of the Company

Presently, the Authorized Share Capital of the Company is **Rs. 25,00,00,000 divided into 250,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rs. Ten) each to Rs. 75,00,00,000/- Crores divided into 750,00,000 (Seven Crores Fifty Lakhs Only) Equity shares of Rs. 10/- (Rs. Ten) each.**

In order to facilitate the future requirements, of the Company, it is proposed to increase the existing Authorized Share Capital of the Company **Rs. 25,00,00,000 divided into 250,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rs. Ten) each to Rs. 75,00,00,000/- crores divided into 750,00,000 (Seven Crores Fifty Lakhs Only) Equity shares of Rs. 10/- (Rs. Ten) each ranking pari -**



passu in all respect with the existing Equity Shares of the Company. The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements. The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 11 of this Notice.

Item No.12: Preferential Issuance of up to 59,99,736 Equity Shares of Vuenow Infratech Limited ("VIL"), to the shareholders of Mahakal Devcon Limited ("MDL"), through SWAP of fully paid-up Equity Shares of MDL

The Special Resolution contained in Item No. 12 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, on a preferential basis, up to **59,99,736** (Fifty-nine lakh ninety-nine thousand seven hundred and thirty-six) equity shares of Vuenow Infratech Limited "the **Company**" or "**VIL**", of face value of Rs. 10/- (Rupees Ten) at an issue price of Rs. 87.11/- (Rupees Eighty-Seven and Eleven Paise only) per equity share, for consideration other than cash i.e. Swap of Shares towards payment of the total purchase consideration of up to **Rs. 52,26,37,002** (Rupees Fifty-Two Crores Twenty-Six Lakhs Thirty-Seven Thousand and Two only) payable by the Company to the shareholders of Mahakal Devcon Limited ("**MDL**") on preferential basis for consideration other than cash i.e swap of equity shares at a ratio 50:17 in exchange of every 17 (Seventeen) equity shares of Mahakal Devcon Limited, 50 (Fifty) Equity Shares of the Vuenow Infratech Limited will be issued to the below mentioned persons under the category of Non-Promoter Group, who belong to the "**Non-Promoter**" category of the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, September 02, 2025, subject to the approval of the members of the Company and such other approvals as may be required.

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

a. Objects of the Preferential Issue:

The Board of VIL has decided to make strategic investment by way of secondary acquisition of up to **59,99,736** (Fifty-Nine Lakh Ninety-Nine Thousand Seven Hundred and Thirty-Six) Fully Paid Equity Shares of face value of Rs.10/- (Rupees Ten only) each, representing 51% of the Fully Paid-Up Equity Share capital of MDL, for an aggregate consideration not exceeding to **Rs. 52,26,37,002** (Rupees Fifty-Two Crores Twenty-Six Lakhs Thirty-Seven Thousand and Two only), at Rs. 87.11/- per equity share, payable by VIL, by way of a Share Swap through issuance of Equity Shares of VIL on a Preferential basis.

The proposed preferential issue is to issue and allot up to 59,99,736 (Fifty-Nine Lakh Ninety-Nine Thousand Seven Hundred and Thirty-Six) Equity Shares of VIL, for consideration other than cash to the shareholders of MDL to discharge the total consideration of up to Rs. 52,26,37,002 (Rupees Fifty-Two Crores Twenty-Six Lakhs Thirty-Seven Thousand and Two only).



Through this acquisition, the Company proposes to acquire the 51% shareholding of MDL, thus making it a subsidiary of the Company. This action would enable the Company to consolidate the accounts of MDL with its accounts resulting in a strong financial position and consequently greater value for the shareholders.

b. Monitoring of Utilization of Funds:

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company at their meeting held on Tuesday, September 02, 2025, had, subject to approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 59,99,736 (Fifty-nine lakh ninety-nine thousand seven hundred and thirty-six) Equity Shares of VIL for consideration other than cash towards payment of the total purchase consideration of up to Rs. 52,26,37,002 (rupees fifty-two crores twenty-six lakhs thirty-seven thousand and two only) at payable by VIL to the shareholders of MDL, for acquisition of up to 20,39,910 (Twenty Lakh Thirty-Nine Thousand Nine Hundred Ten) Fully paid-up Equity Shares of Face Value of Rs. 10/- each of MDL, held by the proposed allottees belonging to the "non-promoter" category of VIL, both at an issue price of Rs. 87.11/- (Rupees eighty-seven and eleven paise only) per equity share, determined in terms of Chapter V of SEBI ICDR Regulations.

The issue price, in terms of Reg 163(2) of Chapter V of the SEBI (ICDR) Regulations has been fixed INR 87.11/- per Equity Share as per Valuation Report dated 29th August, 2025 from Mr. Hitesh Jhamb, Registered valuer (IBBI/RV/11/2019/12355) has been obtained for valuation of shares under the Act appointed by the Company is published on the website of the company at <https://www.vuenowinfratech.co.in>.

d. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

As per the terms of the Share Swap Agreement dated September 01st, 2025 entered into between Vuenow Infratech Limited ("VIL") and Mahakal Devcon Limited ("MDL") for succession and expansion of Business, the consideration for such swapping of shares & issue of 59,99,736 (Fifty-Nine Lakh Ninety-Nine Thousand Seven Hundred and Thirty-Six only) Equity Shares to the Shareholders of Mahakal Devcon Limited.

Further, as per Regulation 163(3) of SEBI ICDR Regulations, a valuation is required to be undertaken by the Independent Registered Valuer where securities are issued on a Preferential basis for consideration other than cash. The Value of the shares has been determined considering the Valuation Report of the Independent Registered Valuer dated 29th August, 2025, received from **Mr. Hitesh Jhamb**, a registered Valuer (Reg. No. IBBI/RV/11/2019/12355) in compliance with Chapter V of the SEBI (ICDR) Regulations is published on the website <https://www.vuenowinfratech.co.in>.

The Issue price per Equity Shares, to be issued, is fixed at Rs. 87.11/- which consists of Rs. 10/- as face value and Rs. 77.11 as premium per Equity Share.

e. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

All Proposed allottees belongs to **Non-Promoter and Public Category** are subscribing to shares in the proposed issue. The Promoter, Promoter Group Directors or Key Managerial Personnel doesn't intent to participate in the Preferential Issue.



f. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to 'Promoter & Promoter Group' & 'Non-Promoter' is likely to be as follows:

Category	Pre preferential issue		Equity Shares to be allotted (pursuant to swap of shares)	Post preferential issue	
	No of Shares	%		No of Shares	%
Promoters and Promoter Group (A)	85,15,598	36.70%	0	85,15,598	29.16%
Public (B)	1,46,85,902	63.30%	59,99,736	2,06,85,638	70.84%
Total (A) + (B)	2,32,01,500	100%	59,99,736	2,92,01,236	100%
Custodian (C)	0	0	0	0	0
Grand Total (A) + (B) + (C)	2,32,01,500	100%	59,99,736	2,92,01,236	100%

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, August 22, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

g. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

h. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

Not applicable since the Company has not made preferential issue of any Security during the year.

i. The identity of the natural persons who are ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the Ultimate Beneficial Owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Arcane Technology Private Limited	Non-Promoter	1. Sunil Mohan Mirpuri 2. Manisha Mayank
2.	WCA Services Private Limited	Non-Promoter	1. Rakshay Jain 2. Bhawna Bhatia



- j. **The name of the proposed allottees and the percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:**

S. No.	Name of the Proposed Allottee	Pre preferential issue		Equity Shares to be allotted (pursuant to swap of shares)	Post preferential issue	
		No of Shares	%		No of Shares	%
1.	Amit Kumar	NIL	NIL	13,33,061	13,33,061	4.56
2.	Rakesh Kumar Priyadarshi	NIL	NIL	20,00,118	20,00,118	6.84
3.	Arcane Technology Private Limited	NIL	NIL	16,00,094	16,00,094	5.47
4.	WCA Services Private Limited	NIL	NIL	10,66,463	10,66,463	3.65
	Total			59,99,736	59,99,736	20.54

Notes:

1. Post shareholding structure may change depending upon any other corporate action in between them

- k. **Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

- l. **Lock-in Period:**

- (i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

- m. **Issue price and Relevant Date:**

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as Friday, August 29, 2025, being the working day immediately preceding the date which is 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held on Monday, September 29, 2025.

The Equity shares of the Company are listed on BSE Limited ("BSE") ("the "Stock Exchange") and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

Thus, the **minimum issue price** per Equity Share has been considered higher of the price determined through following methods:



- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 87.11/- each, being higher of following:
- a) Rs. 87.11/- each - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
- b) Rs. 74.05/- each - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 87.11/- each and the Board of Directors of the Company has decided to issue Equity Share at Rs. 87.11/- each.

As per Regulation 163(3) of SEBI ICDR Regulations, the Company has procured a Valuation report dated August 29, 2025, determining the value of the subscription shares, from Independent Registered Valuer viz. M/s Jhamb & Associates (IBBI/RV/11/2019/12355). The said Report is available at the website of the Company at www.vuenowinfratech.co.in.

n. Undertakings:

- The Company is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
 - None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
 - None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
 - As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
 - None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
 - The Company do not have any outstanding dues to the SEBI, Stock Exchanges or the Depositories.
 - None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of this Notice except to the extent of their respective shareholding in the Company, if any.
- o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter as required under regulation 162(1)(j) is mentioned below:**

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Amit Kumar	Non-Promoter	Non-Promoter
2.	Rakesh Kumar Priyadarshi	Non-Promoter	Non-Promoter



3.	Arcane Technology Private Limited	Non-Promoter	Non-Promoter
4.	WCA Services Private Limited	Non-Promoter	Non-Promoter

p. Practicing Company Secretary's Certificate:

The certificate from M/s. Amit Saxena & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.vuenowinfratech.co.in.

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors, KMP, or their relatives, in any way, are concerned or interested in the said resolution.

**By order of the Board
For Vuenow Infratech Limited**

**Sd/-
Rahul Anandrao Bhargav
Managing Director & CFO
DIN: 08548577**

**Place: Mumbai
Date: 02-09-2025**