

VVIP INFRATECH LIMITED

(Formerly known as Vibhor Vaibhav Infra Private Limited)
CIN : L45201UP2001PLC136919



To,
Sr. General Manager
Listing Operations
BSE Limited
P.J. Towers, Dalal Street
Fort, Mumbai- 400001
Dear Sir(s),

Dated-25-08-2025

Ref.-BSE SCRIP CODE- 544219, SYMBOL- VVIPIL

Sub: Outcome of the Board meeting held on 25th August, 2025, Regulation 30 of SEBI (LODR) Regulations, 2015

Pursuant to the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended, we hereby inform you following outcome of the Board Meeting held today i.e. **25th August, 2025**, inter alia, considered and approved the following:

- 1. To Approved on Increase in the Authorized Share Capital of the Company and to make consequent alteration in clause V of Memorandum of Association.***
- 2. Approved raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities, through qualified institutions placement (QIP)***
- 3. Adoption and approval of the Directors' Report for the financial year 2024-25.***
- 4. Adoption and approval of the Annual Report for the financial year 2024-25.***
- 5. Fixation of the date, time and venue of the 24th Annual General Meeting (AGM) of the Company.***
- 6. Approval of the draft Notice convening the 24th AGM, including the resolutions to be placed before the shareholders.***
- 7. Fixation of the Book Closure Date / Record Date for the purpose of the AGM.***
- 8. Consideration and approval of the Cost Audit Report for the financial year 2024-25.***
- 9. Take note of the Secretarial Audit Report for the financial year 2024-25.***
- 10. Appointment of Scrutinizer for the e-voting process for the 24th AGM.***
- 11. Appointment of Central Depository Services (India) Limited (CDSL) as the agency for providing remote e-voting facility and for conducting the AGM through VC/OAVM.***

The meeting of the Board of Directors commenced at 03:00 P.M. and concluded at 04:15 P.M.

For the Details (Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023) attaching Annexure A.

Request you to take the same on your records.

Thanking you

For & behalf of VVIP Infratech Limited

Kanchan Aggarwal
Company Secretary Cum Compliance Officer
Membership No. A70481

Enclosed below:-

(Disclosure pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023)

1. Increase in the Authorized Share Capital of the Company and to make consequent alteration in clause V of Memorandum of Association.

- **Event:** Increase in Authorized Share Capital of the Company
- **Details:** The Board approved the proposal to increase the Authorized Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value of ₹10/- each to ₹35,00,00,000/- (Rupees Thirty-Five Crore Only) divided into 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares of face value of ₹10/- each.

Amendment to Memorandum of Association (Capital Clause):

Consequent to the above increase in Authorized Share Capital, the Board approved the alteration of Clause V of the Memorandum of Association of the Company, subject to approval of the Members at the ensuing General Meeting.

Authorization:

The Board has further authorized the Directors/Company Secretary to take all necessary steps including filing requisite forms with the Registrar of Companies and other statutory authorities, as may be required, to give effect to the above decisions.

The above is subject to the approval of the Members of the Company at upcoming 24th Annual General Meeting.

2. To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities, through qualified institutions placement (QIP)

- **Event:** To approve raising of funds in one or more tranches, by issuance of equity shares and/or other eligible securities, through qualified institutions placement (QIP)
- **Details:-**The Board of Directors of the Company, at its meeting held today i.e. 25-08-2025 has, inter-alia, considered and approved the proposal to raise funds for an aggregate amount not exceeding ₹100 Crore (Rupees One Hundred Crore only) (inclusive of such premium to the face value as may be determined at the time of issuance), in one or more tranches, by way of issuance of equity shares and/or any other eligible securities including but not limited to Qualified Institutions Placement (QIP), preferential allotment or any other permissible mode, in accordance with the provisions of applicable laws, subject to such statutory/regulatory approvals as may be required, including approval of the members of the Company.

The disclosure as required pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is attached as per Annexure A.

3. Approval of Directors' Report for (FY 2024-25)

- **Event:** Approval of Directors' Report for FY 2024-25.
- **Details:** The Board has approved the Directors' Report of the Company for FY 2024-25, which will be circulated to the shareholders for adoption at the forthcoming AGM. It will be also disclosed on website along with Annual Report i.e. www.vvipinfra.com

4. Approval of Annual' Report for (FY 2024-25)

- **Event:** Approval of Annual' Report for FY 2024-25.
- **Details:** The Board has approved the Annual Report of the Company for FY 2024-25, which will be circulated to the shareholders for adoption at the forthcoming AGM. It will be attached with Notice of AGM and will be also disclosed on website i.e. www.vvipinfra.com

5. Convening of the 24th Annual General Meeting (AGM)

- **Event:** Fixation of date, time and venue of AGM.
- **Details:** The 24th AGM of the Company will be held on **Saturday, 20th September, 2025 at 03:00PM (IST)** through **VC/OAVM** in compliance with MCA Circulars. The Notice of the Annual General Meeting along with the Annual Report for FY 2024-25 will be sent to the members of the Company in due course and will also be made available on the Company's website.

6. Approval of AGM Notice including proposed resolutions

- **Event:** Draft Notice of AGM approved.
- **Details:** The Board has approved the draft Notice convening the 24th AGM including the resolutions to be placed before the members.

GIST OF RESOLUTIONS PLACED AND APPROVED BY THE BOARD OF DIRECTORS IN BOARD MEETING OF THE COMPANY VVIP INFRA TECH LIMITED FOR SEEKING THE APPROVAL OF THE SHAREHOLDERS AT THE UPCOMING ANNUAL GENERAL MEETING TO BE HELD ON SATURDAY, SEPTEMBER 20th, 2025 AT 03.00 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY.

Resolution No.	Gist of Resolution
Ordinary Business:	
1.	To receive, consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the financial year ended on March 31st, 2025, and the reports of the Board of Directors and Auditors thereon.
2.	To Re-appointment of Mr. Vaibhav Tyagi (DIN: 01797558), Managing Director of the Company who is liable to retire by rotation and being eligible offers himself for re-appointment. <i>Annexure (C)– Profile of Director seeking Re-appointment</i> <i>[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]</i>
Special Business:	
3.	To Approve for the Remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and out-of-pocket expenses, as already approved by the Board of Directors of the Company, to be paid to M/s Subodh Kumar & Company, Cost Accountants (Firm Registration No. 104250), Cost Auditor for the Financial Year 2025-26.
4.	To approve omnibus approval for Related Party Transactions for FY 2025-26, for entering into related party transactions, up to an aggregate value not exceeding ₹200 Crores (Two hundred crores only) during the financial year 2025-26.
5.	Regularization of Mrs. Nupur Arora (DIN:11147474) as an Independent Director, who was appointed as an Additional Director (Independent category) of the Company w.e.f. 01st July, 2025 and who holds office up to the date of this Annual General Meeting, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01st July, 2025.

	<u>Annexure (D) Profile Of Director For Regularization As An Independent Director</u> <i>[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]</i>
6.	Increase in authorized share capital of the company and consequential amendment in memorandum of association of the company, In order to meet the future business requirements, fund raising, issue of further shares and for other corporate purposes, it is proposed to increase the Authorized Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10/- each to ₹35,00,00,000/- (Rupees Thirty-Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of ₹10/- each.
7.	To approve raising of funds in one or more tranches, for an aggregate amount of up to and not exceeding ₹100 Crore (inclusive of such premium to face value as may be fixed on such Securities), by issuance of equity shares and/or other eligible securities, through qualified institutions placement (QIP) and others mode. <i>Annexure - A</i> <i>The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:</i>

7. Fixation of Calendar of the events for the purpose of AGM.

- **Event:** Approval of Calendar of the events for the purpose of AGM.
- **Details:** The Board has fixed **the dates in the events calendar as given following** for the purpose of the 24th AGM.
- **The Schedule of Events for e-voting is as follows: -**

Benpose Date for Sending Notice	22-08-2025 & Friday
Date of Completion of Dispatch	28-08-2025 & Thursday
Cut Off Date	12-09-2025 & Friday
Remote e-Voting Start Date	16-09-2025 & Tuesday
Remote e-Voting Start Time	09:00AM (IST)
Remote e-Voting End Date	19-09-2025 & Friday
Remote e-Voting End Time	05:00PM(IST)
Date of AGM	20-09-2025 & Saturday
AGM Start Time	03:00PM (IST)
Contact Person of the Company (Coordinating for e-voting)	Kanchan Aggarwal
Designation	Company Secretary Cum Compliance Officer
Contact No.	9990060123
Email address	cs@vvipinfra.com

8. Approval of Cost Audit Report (FY 2024-25)

- **Event:** Adoption of Cost Auditor's Report.
- **Details:** Approval of Cost Audit Report:
- The Board of Directors has considered and approved the Cost Audit Report of the Company for the financial year 2024-25, as duly certified by the Cost Auditor appointed by the Company under Section 148 of the Companies Act, 2013 and the rules made thereunder.

Authorization for Filing: The Board has further authorized the Directors/Company Secretary of the Company to file the said Cost Audit Report with the Ministry of Corporate Affairs (MCA) within the prescribed timelines and to do all such acts, deeds and things as may be necessary in this regard.

9. Take Note of Secretarial Audit Report (FY 2024-25)

- **Event:** Take Note of Secretarial Auditor's Report.
- **Details:** Take Note of Secretarial Audit Report: The Board took note of the Secretarial Audit Report of the Company for the financial year 2024-25, issued by the Secretarial Auditor in terms of Section 204 of the Companies Act, 2013 and Regulation 24A of SEBI (LODR) Regulations, 2015.

Observations and Compliance: The Board noted that the Report contains the observations/certifications of the Secretarial Auditor on the compliance of applicable laws, rules, regulations, and guidelines by the Company. The Board also took note of the management's responses/clarifications provided to the Auditor wherever necessary.

10. Appointment of Scrutinizer

- **Event:** Appointment of Scrutinizer for e-voting at AGM.
- **Details:** The Board appointed *Sagar Saxena Practicing Company Secretary Membership No. F12936, COP No. 21615, proprietor of M/S Sagar Saxena & Co. (Practicing Company Secretaries)* as the Scrutinizer for conducting e-voting and voting at the 24th AGM.

Annexure - B

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:

11. Appointment of Agency for e-voting and AGM through VC/OAVM

- **Event:** Appointment of e-voting agency.
- **Details:** The Board has approved the appointment of **Central Depository Services (India) Limited (CDSL)** to provide remote e-voting facility and to facilitate conducting of the 24th AGM through VC/OAVM.

Annexure – A

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:

S. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles, etc.)	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Qualified institutional placements ("QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Section 42 and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable laws.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to an aggregate amount not exceeding ₹100 Crores or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	Not Applicable
5.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6.	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
7.	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

The Board has further authorized the management to take all necessary steps in connection with the above fund-raising proposal, including seeking approval of shareholders and other regulatory/statutory approvals, as may be applicable at upcoming 24th Annual General Meeting.

Annexure – B

The details as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2//CIR/P/0155 dated 11th November, 2024, are given as below:

S.No.	Particulars	Details
1.	Name of Scrutinizer	Mr. Sagar Saxena
2.	Professional Qualification	Practicing Company Secretary
3.	Firm Name (if any)	Sagar Saxena & Company
4.	Membership No.	F12936
5.	COP No.	21615
6.	Purpose of Appointment	To act as the Scrutinizer for remote e-voting and e-voting at the 24th Annual General Meeting (AGM) of the Company, in accordance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (LODR) Regulations, 2015.
7.	Date of Board Approval	25-08-2025

Annexure (C)- PROFILE OF DIRECTOR SEEKING RE-APPOINTMENT**[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]**

Particulars	Details
Name of Director	Mr. Vaibhav Tyagi
DIN	01797558
Date of Birth	08-09-1989
Date of First Appointment	10-12-2007
Qualification	BB.A. from American Inter Continental University
Experience and Expertise	Mr. Vaibhav Tyagi has extensive experience of over 10 years in infrastructure development, corporate management, finance, etc. He has played a key role in strategic initiatives and corporate growth of the Company.
Nature of her expertise in specific	He has extensive experience of over 10 years in infrastructure development, corporate management, finance, etc.
Functional areas	Manage all the activities in infrastructure development, corporate management, finance as He is the Managing director of the Company.
Terms and Conditions of Re-appointment	Retire by Rotation
Remuneration last drawn	3,00,000/- P.A
Remuneration proposed to be paid	4,00,000/- P.A
Shareholding in the Company⁹No. of Shares & %)	3251225 Shares & 13.022%
Directorships held in other Companies	Tyag Landscape Private Limited VVIP Entertainment Private Limited Vibhor Vaibhav Infrahome Private Limited VVIP Infrahome Private Limited
Chairmanships/Memberships of Committees in other Companies	Member -Audit Committee Member -Stakeholders Relationship Committee Member- Corporate Social Responsibility
Number of Meetings of the Board attended during the year 2024-25	15 meetings
Relationship with other Directors / KMP	Mr. Vaibhav Tyagi is son of Mr. Praveen Tyagi Mr. Vaibhav Tyagi is the brother of Mr. Vibhor Tyagi
Names of listed entities from which the person has resigned in the past three years	NA

**Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee across all Listed Companies including this company.*

Mr. Vaibhav Tyagi is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Annexure-(D)**PROFILE OF DIRECTOR FOR REGULARIZATION AS AN INDEPENDENT DIRECTOR****[Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2]**

Particulars	Details
Name of Director	Mrs. Nupur Arora
DIN	11148474
Date of Birth	13-01-1985
Date of First Appointment	01-07-2025
Qualification	Post graduated (M.COM) and Company Secretary from ICSI
Experience and Expertise	Mrs. Nupur Arora has done Graduation and Post-Graduation in Commerce from C.C.S. University. An accomplished Senior Financial Analyst and Company Secretary (ICSI), Mrs. Nupur Arora brings deep expertise in corporate governance, financial analysis, and regulatory compliance. With strong analytical skills and leadership experience, Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance. Her ability to manage multiple priorities and build strong stakeholder relationships makes her a valuable asset to the Board.
Nature of her expertise in specific	An accomplished Senior Financial Analyst and Company Secretary (ICSI), Mrs. Nupur Arora brings deep expertise in corporate governance, financial analysis, and regulatory compliance. With strong analytical skills and leadership experience, Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance.
Functional areas	Mrs. Nupur Arora has a proven track record in advising on complex financial and accounting matters, implementing effective systems, and ensuring sound governance.
Terms and Conditions of Appointment/Re-appointment/Regularization	Regularization
Remuneration last drawn	NA
Remuneration proposed to be paid	As per terms & conditions
Shareholding in the Company⁹(No. of Shares & %)	NA
Directorships held in other Companies	NA
Chairmanships/Memberships of Committees in other Companies	Member -Audit Committee Member -Stakeholders Relationship Committee Member- Nomination remuneration Committee
Number of Meetings of the Board attended during the year 2024-25	NA
Relationship with other Directors / KMP	NA
Names of listed entities from which the person has resigned in the past three years	NA

****Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee across all Listed Companies including this company.***

Mrs. Nupur Arora is not disqualified from being regularization as an Independent Director in terms of Section 164 of the Companies Act, 2013.