# VIVO COLLABORATION SOLUTIONS LIMITED

Regd. Office: 315, Third Floor, HB Twin Tower, Netaji Subhash Place,
Pitampura North Delhi DL 110034
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CIN: L72900DL2012PLC230709

## NOTICE

**15TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIVO COLLABORATION SOLUTIONS LIMITED WILL BE HELD ON FRIDAY, THE 21ST DAY OF AUGUST, 2026 AT 03:00 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 315, THIRD FLOOR, HB TWIN TOWER, NETAJI SUBHASH PLACE, PITAMPURA DELHI 110034.**

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**ORDINARY BUISNESS:**

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the year ended 31st March 2026 including audited Balance Sheet as on 31st March 2026 and the Statement of Profit and Loss for the year ended on that date and report of Directors & Auditors' thereon.

2. **Appointment of Mr. Rishi Gupta (DIN: 11475966), as a non-executive director of the company in place of Mr. Dharampal Mittal (DIN: 06929846) (Retiring Director).**

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

**RESOLVED THAT** pursuant to the provisions of Section 152 and 160 of the Companies Act, 2013, and the Rules made thereunder, the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee, Rishi Gupta (DIN: 11475966), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Rishi Gupta (DIN: 11475966), as a candidate for the office of a Director of the Company, be and is hereby appointed as the non-executive Director of the Company and is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company based on the recommendations of the Nomination and Remuneration Committee or any of its committees, by whatever name called, be authorised in its absolute discretion and from time to time, to fix within the range stated above, the salary payable to Mr. Rishi Gupta.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

3. **Re-Appointment of M/s. Gaur & Associates, Chartered Accountants (Firm Registration No. 005354C) as the 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. Gaur & Associates, Chartered Accountants (Firm Registration No. 005354C) be and are hereby reappointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 15th Annual General Meeting (AGM) until the conclusion of the 20th 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 authorised 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:**

4. **Re-appointment of Mr. Sanjay Mittal, (DIN: 01710260) as Managing Director of the Company for a second term of 5 (five) consecutive years**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Mittal (DIN: 01710260) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from 21st August 2026 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Sanjay Mittal.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Re-appointment of Mr. Dinesh Kumar Goel, (DIN: 00677550) as an Independent Director of the Company for a second term of 5 (five) consecutive years**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Dinesh Kumar Goel, (DIN: 00677550), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second term of five consecutive years, with effect from August 21, 2026 to August 20, 2031 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to issue a certified true copy of the aforesaid resolution wherever necessary."

**6. Re-appointment of Mr. Raveesh Kanaujia, (DIN: 06707625) as an Independent Director of the Company for a second term of 5 (five) consecutive years**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the said Act, and Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Raveesh Kanaujia, (DIN: 06707625), who has submitted a declaration that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company (whose directorship is not liable to retirement by rotation), to hold office for a second term of five consecutive years, with effect from August 21, 2026 to August 20, 2031 in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director.

**RESOLVED FURTHER THAT** the Board of Directors / Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised to issue a certified true copy of the aforesaid resolution wherever necessary."

**7. Increase in the Authorised Share Capital of the Company and alteration of Capital Clause of Memorandum of Association of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 2,10,00,000 (Rupees Two Crore Ten Lakh only) comprising of 21,00,000 (Twenty One Lakh) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh only) comprising of 45,00,000 (Forty Five Lakh) Equity Shares of Rs. 10 (Rupees Ten) each".

V. The Authorised Share Capital of the Company is Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh only) comprising of 45,00,000 (Forty Five Lakh) Equity Shares of Rs. 10 (Rupees Ten) each.

**RESOLVED FURTHER THAT** 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 the powers conferred on the Board by this resolution), be and is hereby authorized to take such steps as may be necessary and to execute all deeds, applications, documents and writings that may be required and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

**8. Issue of Share Warrants Convertible into Equity Shares on Preferential basis to Promoters and Non-Promoters**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (the "Act"), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India, stock exchanges where the equity shares of the Company are listed ("Stock Exchanges") and / or any other statutory / regulatory authority and the provisions of the memorandum and articles of association of the Company and subject to the approval(s), consent(s), permission(s) and / or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such condition(s) and modification(s), as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and / or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company, be and is hereby accorded to offer, issue and allot up to **22,00,000 (Twenty Two Lakh) warrants** each convertible into, or exchangeable for, one equity share within the period of 18 (eighteen months) in accordance with the applicable law ("Warrants") at a price of **Rs. 77/- (Seventy Seven Only)** each (including the warrant subscription price and the warrant exercise price) aggregating upto Rs. 16,94,00,000/- (Sixteen Crore Ninety Four Lakh Only) to Persons, as detailed hereunder, by way of preferential issue on a private placement basis and on such terms and conditions set out herein and in the explanatory statement to this resolution and subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act.

| **S. No.** | **Name of Proposed Allottees** | **Category** | **Number of warrants** | **Outcome of the subscription / Investment amount (INR) (Approx/maximum.)** |
|---|---|---|---|---|
| 1. | UC IT Managed Services Private Limited | Promoter | 6,00,000 | 4,62,00,000 |
| 2. | Sanjay Mittal | Promoter Group | 4,00,000 | 3,08,00,000 |
| 3. | FE Securities Private Limited | Non-promoter | 4,80,000 | 3,69,60,000 |
| 4. | Puneet Jain | Non-promoter | 2,72,000 | 2,09,44,000 |
| 5. | Govind Gupta (HUF) | Non-promoter | 1,68,000 | 1,29,36,000 |

| | | | | |
|---|---|---|---|---|
| 6. | Pradeep Kumar | Non-promoter | 96,000 | 73,92,000 |
| 7. | Vineeta Jain | Non-promoter | 80,000 | 61,60,000 |
| 8. | Siddhant Jain | Non-promoter | 40,000 | 30,80,000 |
| 9. | Siddharth Bassi | Non-promoter | 32,000 | 24,64,000 |
| 10. | Pallavi Jain Gupta | Non-promoter | 32,000 | 24,64,000 |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of floor price for the issue and allotment of Warrants is **Wednesday, 22nd July, 2026**, being the date 30 (thirty) days prior to the date of this Annual General Meeting;

**RESOLVED FURTHER THAT** subject to receipt of such approvals as may be required under applicable law, consent of the members be and is hereby accorded to record the name and other details of the Proposed Allottees in Form PAS-5 and to issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act;

**RESOLVED FURTHER THAT** the issue and allotment of Warrants and the allotment of equity shares upon conversion of such Warrants shall be subject to applicable law and the terms and conditions set out herein and in the explanatory statement:

a) An amount equal to 25% (Twenty Five Percent) of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% (Seventy Five Percent) of the Warrant Issue Price shall be payable by the Warrant Holder(s) on or before the exercise of the entitlement attached to the Warrant(s) to subscribe for the Equity Shares;

b) The Warrant Holders shall, subject to the ICDR Regulations, the Takeover Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) Months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of Rs. 1/- (Rupees One only) each to the Warrant Holders;

c) The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contract (Regulation) Rules, 1957;

d) In the event, the Warrant Holders do not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment, the Warrants shall lapse and the amount paid by the Warrant Holders on such Warrants shall stand forfeited by the Company;

e) The Warrants by themselves until converted into Equity Shares, does not give to the Warrant Holder any rights (including any dividend or voting rights) in the Company in respect of such Warrants.

f) The Company shall procure that the listing and trading approvals for the resulting Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants are received from the relevant Stock Exchanges in accordance with the ICDR Regulations and the Listing Regulations; Warrants shall not be listed.

g) The Equity Shares to be so allotted upon the exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respect including dividend, with the existing Equity Shares of the Company;

h) The Warrants and the Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of the ICDR Regulations from time to time;

i) The Company shall re-compute the price of the Warrants/ Equity Shares issued upon exercise of the Warrants in terms of the ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holders to the Company in accordance with the provisions of the ICDR Regulations;

j) The respective Warrant Holders shall make payment from their own bank account into the designated bank account of the Company;

k) The Company receiving necessary approval in accordance with applicable law including ICDR Regulations, Listing Regulations, from the regulators including NSE and / or Registrar of Companies in relation to issuance of Warrants and Equity Shares upon conversion of Warrants;

l) The allotment of Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);

m) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottee; and Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and take all such steps as may be required in this connection including to accept any modification(s) in the terms of issue of Warrants as may be required by regulatory or any other authority(ies) subject to the provisions of the Act and SEBI ICDR Regulations, to make application(s) to the Stock Exchange(s) for obtaining in-principle approval for issuance of Warrants and listing and trading approvals of the equity shares arising on conversion of the Warrants, to submit and file all necessary documents and forms with the depositories, registrar of companies, and such regulatory or other authority(ies), as may be required, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard;

**RESOLVED FURTHER THAT** all actions taken by the Board or any authorised person in connection with any matter(s) referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
**For Vivo Collaboration Solutions Limited**

Date: July 28, 2026

Place: New Delhi

**(Reeta)**
**Company Secretary**
**M.NO- A-40876**

**NOTES:**

The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 19th August 2026 to Friday, 21st August 2026 (both days inclusive).

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (" the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company

2. Pursuant to SEBI (LODR) Regulations, 2015 ('Listing Regulations'), SEBI Circulars and MCA Circulars, the 15th AGM of the Company is being held through VC/OA VM on Friday, 21st August 2026, at 03.00 p.m. (IST). The deemed venue for the 15th AGM will be 315, Third Floor, HB Twin Tower, Netaji Subhash Place, Pitampura North Delhi DL 110034.

3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM**

**AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Notice, is annexed hereto. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of company Secretaries of India in

   respect of Director seeking appointment/re-appointment at this AGM are also annexed.

5. The Members can join the AGM in the VC/OAVM mode 30 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 AGM through VC/OAVM will be made available for 250 members on a 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 AGM without restriction on account of first come first served basis.

6. Institutional Investors, who are Members of the Company, are encouraged to attend the 15th AGM through VC/OAVM mode and vote electronically. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OA VM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cssanjeevdabas@gmail.com with a copy marked to evoting@nsdl.co.in & cs@vivo.ooo.

7. The attendance of the Members attending the AGM through VC/OAVM will be counted or the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National

Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

9. In line with the MCA Circular dated April 08, 2020, April 13, 2020, and May 05, 2020 and January 13, 2021, the Notice of the AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 15th AGM has been uploaded on the website of the Company at www.vivo.ooo and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

10. Further, those members who have not registered their email address and in consequence could not be served the Annual Report for the Financial Year 2025-26 and Notice of 15th Annual General Meeting, may temporarily get themselves registered with RTA of the Company Bigshare Services Private Limited, by clicking the link: www.bigshareonline.com/ForInvestor.aspx for receiving the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.

11. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

12. The Company has fixed the cut- off date of **Saturday, 18th July 2026** for determining the entitlement of shareholders to receive Annual Report of the Financial Year 2025-26.

13. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 19th August 2026 to Friday, 21st August 2026 (both days inclusive).

14. Members who have not registered / updated their email addresses with Bigshare Services Private Limited, are requested to do so to receive all future communications from the company including Annual Reports, Notices, Circulars etc. electronically.

15. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to Bigshare Services Private

Limited, Registrar & Share Transfer Agent of the company quoting their Folio number.

16. Members are requested to notify immediately about any change in their postal address/ e-mail address/ bank details to their Depository Participant (DP) in respect of their shareholding in Demat mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent viz. M/s Bigshare Services Private Ltd having its office at 302, Kushal Bazar 32-33 Nehru Place New Delhi-11001 although 100% paid capital of the Company as on date of this notice is in de-mat form.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, accordingly, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company (although 100% of paid-up capital of the Company is in de-mat form as on date of this notice).

18. In all correspondences with the Company, members are requested to quote their account/folio numbers and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID No(s).

19. Additional information, details pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the Annual General Meeting, forms an integral part of the notice. The director has furnished the requisite declaration for his re-appointment, confirming that he meets the criteria for re-appointment.

20. Members desirous of obtaining any information/ clarification concerning the Financial Statements for the Financial Year ended March 31, 2026, of the Company, may send their queries in writing at least seven days before the Annual General Meeting to the Company Secretary at the registered office of the Company or at e-mail id: cs@vivo.ooo.

21. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/Demat form, the nomination form may be filed with the respective Depository Participant.

22. Inspection:

- All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on cs@vivo.ooo.
- The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.

23. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

24. Members may note that the Notice and Annual Report 2025-26 will also be available on the company's website www.vivo.ooo, websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com.

25. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@vivo.ooo between 18/08/2026 (9.00 a.m. IST) and 20/08/2026 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

26. In compliance with Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014 as may be amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Secretarial Standard on General Meeting issued by Institute of Company Secretaries of India, the Company is pleased to provide E-Voting facility to the Members of the Company to exercise their right to vote at the 15th Annual General Meeting (AGM) by electronic means (remote e-voting) in respect of the resolutions

contained in this notice and the business may be transacted through e-voting services provided by NSDL.

The facility for voting, through electronic voting system on the resolution(s) shall also be made available at the AGM and members attending the meeting through VC/OAVM who have not already cast their vote on the resolution(s) by remote e-voting shall be able to exercise their right to vote on such resolution(s) at the meeting.

I. The Members who have already cast their vote by remote e-voting prior to the AGM would be entitled to attend the AGM through VC / OAVM but shall not be entitled to vote on such resolution(s) at the meeting.

II. The Remote e-voting period commences from **9.00 a.m. on Tuesday, 18th August 2026 and ends at 5.00 p.m. on Thursday, 20th August 2026**. During this period, the members of the company, holding shares either in physical form or in demat form, as on the **cut-off date of Friday, 14th August 2026** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast vote again.

III. The cut-off date for determining the eligibility of shareholders to exercise remote E-Voting rights and attendance at 15th Annual General Meeting (AGM) **is Friday 14th August 2026.** A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

IV. The Board of Directors of your Company has appointed Mr. Sanjeev Dabas, Company Secretary, as the Scrutinizer for conducting the voting through electronic voting system or through polling paper at the AGM, in fair and transparent manner.

V. The Scrutinizer shall, immediately after the conclusion of voting at the AGM will unblock the votes cast through remote E-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 02 (two) working days from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

VI. The results of the electronic voting and Voting at AGM shall be declared to the Stock Exchanges on or before 23rd August 2026. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.vivo.ooo.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 250 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.vivo.ooo. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-**

**The remote e-voting period begins on 9.00 a.m. on Tuesday, 18th August 2026 and ends at 5.00 p.m. on Thursday, 20th August 2026. The remote e-**

**voting module shall be disabled by NSDL for voting thereafter. The Members whose names appear in the Register of Members / Beneficial**

**Owners as on the record date (cut-off date) i.e. 14th August 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th August 2026.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e.** |

| | |
|---|---|
| with NSDL. | **NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br><br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

| | |
|---|---|
| | 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi 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) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) "**Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After enter entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssanjeevdabas@gmail.com with a

2. copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Nitin Mahala at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide 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 cs@vivo.ooo.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@vivo.ooo. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH**

**VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@vivo.ooo. The same will be replied by the company suitably.

# EXPLANATORY STATEMENT

## ORDINARY BUSINESS:

### ITEM NO. 2:

### EXPLANATORY STATEMENT PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS,2015

Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.

| | |
|---|---|
| **Name of Director** | Mr. Rishi Gupta |
| **Date of Birth** | 21/10/1988 |
| **DIN** | 11475966 |
| **Brief Resume** | Dr Rishi Gupta, Psychiatrist with formal training in Biostatistics, Epidemiology and Research Methodology. Since 2018 he has provided end-to-end statistical support for medical and dental postgraduate research with students and faculty across India, currently handling between 500 and 700 theses a year. The work covers the statistical analysis plan, sample size estimation, the analysis in R and Python, and the interpretation of results. He is MBBS, MD (AIIMS, Delhi) Gold Medal in Psychiatry. |
| **Type of Appointment** | Appointment in AGM |
| **Qualification** | MBBS, MD (AIIMS, Delhi) |
| **Expertise in specific functional area** | Expert in Quant Statics and algorithms |
| **Directorship/ DP position held in other body corporates** | **1.** MANADI CONSULTING LLP |
| **Memberships/Chairmanships of** | NIL |

| | |
|---|---|
| **Committees of other Companies** | |
| **Relationship with other Director/s** | NA |
| **Number of Shares held in the Company** | NA |

**ITEM NO.3:**

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Gaur & Associates, Chartered Accountants seek for re-appointment. Since 01st Term of the M/s. Gaur & Associates, Chartered Accountants, (Registration No. 005354C) concluded at the 15th Annual General Meeting that is from 01st April, 2021 to 31st March, 2026.

The Board of Directors at its meeting held on 24th July, 2026 had recommended reappointment of M/s. Gaur & Associates, Chartered Accountants, (Registration No. 005354C), as the Statutory Auditors of the Company for approval of the members.

The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company.

M/s. Gaur & Associates, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Gaur & Associates, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**ITEM NO.4:**

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors has reappointed Mr. Sanjay Mittal as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 21st August, 2026, subject to approval of the members in General Meeting upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors.

Mr. Sanjay Mittal's visionary guidance has been instrumental in driving company's remarkable growth. Throughout his tenure, including the challenging times, he has exhibited exceptional leadership skills and a steadfast commitment towards Company's progress. Under his astute leadership, the Company has achieved steady growth, marked by consistent expansion, strategic initiatives, and a relentless pursuit of excellence. His ability to navigate through uncertainties and make well-informed decisions has ensured the sustainability of Company's operations. It would be therefore in the interest of the Company to re-appoint Mr. Sanjay Mittal as Managing Director of the Company.

The material terms and conditions of the said draft Agreement are as under:

**1. Period of Agreement**: 21st August, 2026 to 20th August, 2031

**2. Remuneration:**

a) **Basic Salary**:

Basic Salary of NIL/- per month with a power to the Board to give one or more annual increment.

b) **Perquisites/Allowances**:

NA

c) Perquisites and allowances together with the salary payable as aforesaid shall be restricted to and subject to the applicable overall maximum ceiling set out in Section 197 read with Schedule V of the Companies Act, 2013 or any amendments or modifications that may be made thereto by the Central Government in that behalf from time to time.

**3.** Managing Director shall be entitled to annual leave for a period of thirty five days and shall be entitled to accumulate earned leave for a maximum of ninety days.

**4.** Managing Director shall be entitled to:

a) the reimbursement of entertainment expenses actually incurred by him in the course of legitimate business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the
Board of Directors; and

b) the reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the Company in accordance with the rules and regulations of the Company in force from time to time or as may be approved by the Board of Directors.

**5.** No sitting fees shall be payable to him for attending the meeting of the Board of Directors or Committee thereof.

**6.** Notwithstanding anything to the contrary contained in the Agreement, either party shall be entitled to terminate the Agreement, at any time by giving to the other party 90 days notice in writing in that behalf without the necessity of showing any cause and on expiry of the period of such notice, this Agreement shall stand terminated and Managing Director shall cease to be the Managing Director of the Company. The said notice period of 90 days may be waived mutually.

**7.** The terms and conditions of the said appointment herein and/ or agreement may be altered and varied by the Board of Directors from time to time at its discretion as it may deem fit so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, or any other amendments made hereafter in that regard.

**8.** The said re-appointment / agreement including the remuneration payable to him, is subject to the approval of the members and all such sanctions as may be necessary and shall be given effect to as per the modification, if any, made/ approved.

The draft Agreement to be entered into between the Company and Mr. Sanjay Mittal is open for inspection at the Registered Office of the Company on any working days (excluding Saturdays) between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.

Your directors recommend the resolution at Item No. 4 of the Notice for your approval.

Mr. Sanjay Mittal is interested in the said resolution as it pertains to his own re-appointment. Mrs. Sonia Mittal and Mr. Dharam Pal Mittal are deemed to be interested in the said resolution as they are related to Mr. Sanjay Mittal.

Prescribed details of Mr. Sanjay Mittal is provided in the notes to the Notice. The other relatives of Mr. Sanjay Mittal may be deemed to be interested in the said resolution at Item No. 4 of the Notice to the extent of their shareholding, if any, in the Company.

None of the other Directors, Key Managerial Personnels of the Company and their relatives are, in any way, concerned or interested, financially, or otherwise, in the said resolution.

**ITEM NO.5:**

**Re-appointment of Mr. Dinesh Kumar Goel, (DIN: 00677550) as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

The Board of Directors of the Company had appointed Mr. Dinesh Kumar Goel, (DIN: 00677550), as an Independent Director on the Board of Directors for a period of 5 years with effect from August 21, 2026 till August 20, 2031. Based on the recommendation of the Nomination and Remuneration Committee held on July 10, 2026, the Board of Directors of the Company reappointed Mr. Dinesh Kumar Goel, as an Independent Director in the meeting held on July 24, 2026 for a second consecutive term for a period of 5 (five) years i.e. from August 21, 2026 till August 20, 2031, under the provisions of the Companies Act, 2013. As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. Dinesh Kumar Goel, Independent Director, the Board of Directors state that the reappointment of Mr. Dinesh Kumar Goel would be in the interest of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Dinesh Kumar Goel for the office of Director of the Company. Mr. Dinesh Kumar Goel, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director. The Company has received a declaration from Mr. Dinesh Kumar Goel confirming that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and SEBI Listing Regulations. Brief Profile of Mr. Dinesh Kumar Goel, nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Memberships/Chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015, are provided as sub note. The Independent Director Fees will be payable to Mr. Dinesh Kumar Goel as per the provisions of the Companies Act, 2013.

In the Performance Evaluation, the performance of Mr. Dinesh Kumar Goel was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the reappointment of Mr. Dinesh Kumar Goel and Board of Directors of the Company has approved and recommended his re-appointment for a second consecutive term for a period of 5 (five) years, as provided in the resolution.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders for Re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore, it is proposed to seek the member's approval for the Re-appointment of Mr. Dinesh Kumar Goel as a Non- Executive & Independent Director of the Company, in terms of the applicable provisions of the Act.

In the opinion of the Board of Directors, he fulfils the condition specified in the Act for such reappointment and his re-appointment is in the interest of the Company.

The Board is of the opinion that Mr. Dinesh Kumar Goel's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who

possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

The Board considers that his continued association would be of immense benefit to the Company and recommends the special resolution for continuation of his directorship in the Company. Accordingly, the Board recommends passing of the resolution at Item No. 5 of the Notice as a Special Resolution.

Save and except Mr. Dinesh Kumar Goel, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in anyway concerned or interested, financially or otherwise in the resolution.

Copy of the terms and conditions for appointment of Mr. Dinesh Kumar Goel as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during business hours on all working days.

Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.

| | |
|---|---|
| **Name of Director** | Mr. DINESH KUMAR GOEL |
| **DIN** | 00677550 |
| **Date of Birth and Age** | 25/07/1966 |
| **Nationality** | Indian |
| **Category** | Independent Director |
| **Date of Appointment/ Re-Appointment** | 30/11/2021 |
| **Brief Resume** | Mr. Dinesh Kumar Goel, aged 60 years is an Engineer-turned-infrastructure strategist with 30+ years across government service (1991-batch Civil Servant), corporate leadership at Larsen & Toubro, smart-city development, and venture incubation. Deep expertise in policy formulation, having drafted and amended central legislation from within government, and shaped sector regulation through leading industry bodies. Currently Founder & Director, East West New Markets LLP. |

| | |
|---|---|
| **Qualification** | B.E. in Electronics & Telecommunications |
| **Expertise in specific functional area** | Governance in Large Projects |
| **Directorship held in other companies** | NA |
| **Memberships/Chairmanships of Committees of other Companies** | NIL |

**ITEM NO.6:**

**Re-appointment of Mr. Raveesh Kanaujia, (DIN: 06707625) as an Independent Director of the Company for a second term of 5 (five) consecutive years.**

The Board of Directors of the Company had appointed Mr. Raveesh Kanaujia, (DIN: 00677550), as an Independent Director on the Board of Directors for a period of 5 years with effect from August 21, 2026 till August 20, 2031. Based on the recommendation of the Nomination and Remuneration Committee held on July 10, 2026, the Board of Directors of the Company reappointed Mr. Raveesh Kanaujia, as an Independent Director in the meeting held on August 01, 2026 for a second consecutive term for a period of 5 (five) years i.e. from August 21, 2026 till August 20, 2031, under the provisions of the Companies Act, 2013. As per Section 149(10) read with Schedule IV of the Companies Act, 2013, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company. In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong performance of Mr. Raveesh Kanaujia, Independent Director, the Board of Directors state that the reappointment of Mr. Raveesh Kanaujia would be in the interest of the Company.

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Raveesh Kanaujia for the office of Director of the Company. Mr. Raveesh Kanaujia, is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has also confirmed that he is not debarred from holding office of Director by virtue of any SEBI order or any other such authority and has given his consent to act as a Director. The Company has received a declaration from Mr. Raveesh Kanaujia confirming that he meets the criteria of Independence as prescribed under

Section 149(6) of the Act and SEBI Listing Regulations. Brief Profile of Mr. Raveesh Kanaujia, nature of his expertise in specific functional areas, names of companies in which he holds Directorship, Memberships/Chairmanships of Board Committees and shareholding as required under SEBI (LODR) Regulations, 2015, are provided as sub note. The Independent Director Fees will be payable to Mr. Raveesh Kanaujia as per the provisions of the Companies Act, 2013.

In the Performance Evaluation, the performance of Mr. Raveesh Kanaujia was evaluated and he is effective and efficient on discharging his roles and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise in the knowledge. The Nomination & Remuneration Committee, recommended the reappointment of Mr. Raveesh Kanaujia and Board of Directors of the Company has approved and recommended his re-appointment for a second consecutive term for a period of 5 (five) years, as provided in the resolution.

Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders for Re-appointment of a person on the Board of Directors is to be taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Therefore, it is proposed to seek the member's approval for the Re-appointment of Mr. Raveesh Kanaujia as a Non- Executive & Independent Director of the Company, in terms of the applicable provisions of the Act.

In the opinion of the Board of Directors, he fulfils the condition specified in the Act for such reappointment and his re-appointment is in the interest of the Company.

The Board is of the opinion that Mr. Raveesh Kanaujia's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non-Independent Director will be beneficial to the Company.

The Board considers that his continued association would be of immense benefit to the Company and recommends the special resolution for continuation of his directorship in the Company. Accordingly, the Board recommends passing of the resolution at Item No. 6 of the Notice as a Special Resolution.

Save and except Mr. Raveesh Kanaujia, none of the Directors or Key Managerial Personnel of the Company including their relatives are, in anyway concerned or interested, financially or otherwise in the resolution.

Copy of the terms and conditions for appointment of Mr. Raveesh Kanaujia as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during business hours on all working days.

| | |
|---|---|
| **Name of Director** | Mr. RAVEESH KANAUJIA |
| **DIN** | 06707625 |
| **Date of Birth and Age** | 14/10/1966 |
| **Nationality** | Indian |
| **Category** | Independent Director |
| **Date of Appointment/ Re-Appointment** | 30/11/2021 |
| **Brief Resume** | Mr. Raveesh Kanaujia, aged 59 years has done his Bachelors in Engineering in (Electronics & Communication) from Delhi Institute of Technology in the year 1987. Specializing in channel market development. Executed marketing, sales programs across multiple countries and functional organizations. Skilled to break complex tasks into simpler tasks for easier and better change management. |
| **Qualification** | Bachelors in Engineering in (Electronics & Communication) |

| | |
|---|---|
| **Expertise in specific functional area** | Expert in IT Sector & Software Industry |
| **Directorship held in other companies** | **2.** VELOCITY101 TRAINING & PLACEMENT PRIVATE LIMITED |
| **Designated Partner** | **1.** VELOCITY CORPORATE CONNECT LLP |
| **Memberships/Chairmanships of Committees of other Companies** | NIL |

**ITEM NO.7:**

**Increase in the Authorised Share Capital of the Company and Alteration of Capital Clause of Memorandum of Association of the Company**

Presently, the Authorised Share Capital of your Company is Rs. 2,10,00,000 (Rupees Two Crores Ten Lakh only) comprising of 21,00,000 (Twenty One Lakh) Equity Shares of Rs. 10 (Rupees Ten) each.

Considering the overall business growth and operational needs of the Company, the Company may propose to raise additional capital, as mentioned under Resolution No. 8 this Notice, by way of issue of warrants through preferential issue.

The proposed aforesaid increase of share capital would require increase in the Authorized Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share capital of the Company from Rs. 2,10,00,000 (Rupees Two Crores Ten Lakh only) comprising of 21,00,000 (Twenty One Lakh) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 4,50,00,000 (Rupees Four Crore Fifty Lakh only) comprising of 45,00,000 (Forty Five Lakh) Equity Shares of Rs. 10 (Rupees Ten) each. Consequently, the existing Clause V of the Memorandum of Association needs to be altered accordingly. Therefore, the consent of the Members of the Company is being sought under the applicable provisions of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their Relatives is, in any way, concerned or interested in these Resolutions.

A draft of altered Memorandum with the aforesaid alterations, shall be available for inspection by the Members of the Company on any working day between 11.00 a.m. and 1.00 p.m. up to 20th August, 2026, at the Registered Office of the Company.

The Board recommends that the resolution set out at item no. 7 be passed as an Ordinary Resolution.

**ITEM NO.8:**

**Issue of Share Warrants Convertible into Equity Shares on Preferential Basis to Promoters and Non-Promoters**

The Board of Directors of the Company at their meeting held on 24th July, 2026, subject to the approval of the members and such other requisite approvals as may be required, approved raising of by way of issuance of upto 22,00,000 Warrants at an issue price of Rs. 77/- (Rupees Seventy Seven only) per warrants to 'Promoter group' and 'Non-Promoter' as detailed hereunder;

| S. No. | Name of Proposed Allottees | Category | Number of warrants | Outcome of the subscription / Investment amount (INR) (Approx/maximum.) |
|---|---|---|---|---|
| 1. | UC IT Managed Services Private Limited | Promoter | 6,00,000 | 4,62,00,000 |
| 2 | Sanjay Mittal | Promoter Group | 4,00,000 | 3,08,00,000 |
| 3. | FE Securities Private Limited | Non-promoter | 4,80,000 | 3,69,60,000 |
| 4. | Puneet Jain | Non-promoter | 2,72,000 | 2,09,44,000 |
| 5. | Govind Gupta (HUF) | Non-promoter | 1,68,000 | 1,29,36,000 |
| 6. | Pradeep Kumar | Non-promoter | 96,000 | 73,92,000 |
| 7. | Vineeta Jain | Non-promoter | 80,000 | 61,60,000 |

| | | | | |
|---|---|---|---|---|
| 8. | Siddhant Jain | Non-promoter | 40,000 | 30,80,000 |
| 9. | Siddharth Bassi | Non-promoter | 32,000 | 24,64,000 |
| 10. | Pallavi Jain Gupta | Non-promoter | 32,000 | 24,64,000 |

The Proposed Allottees have confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the SEBI LODR Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, the approval of the Members of the Company is being sought, by way of special resolution, to create, issue, offer and allot Warrants by way of preferential issue through private placement.

Necessary information/ details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 read with the rules issued there under are set forth below:

**a) Objects of the preferential issue:**

The Company shall utilize the proceeds from the preferential issue of Share Warrants, Convertible into Equity Shares as under:

| **S. No.** | **Particulars** | **Amount Upto (Rs.)** | **Tentative Time Frame for utilization** |
|---|---|---|---|
| 1. | Working Capital Requirement | 15,24,60,000 | Within 24 Months |
| 2. | General Corporate Purposes | 1,69,40,000 | |
| | **Total** | **16,94,00,000** | |

In terms of the NSE Circular No. NSE/CML/2022/56 and BSE Circular No. 20221213-47 both dated 13th December, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances/ factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors at the discretion of the Board (which term shall include Committee of the Board of Directors for Operations), without requiring the Board to secure any further consent or approval of the Members of the Company, subject to compliance of applicable laws, given that the amount to be utilized for each of the Objects are based on management estimates.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board (which term shall include Committee of the Board of Directors for Operations), in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board (which term shall include Committee of the Board of Directors for Operations), subject to compliance with applicable laws.

**Interim use of Issue Proceeds**

Our Company, in accordance with the approval of the Board (which term shall include Committee of the Board of Directors for Operations) from time to time, will have flexibility to deploy the Issue Proceeds as an interim use in compliance with all the applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

**b) Particulars of the offer including the maximum number of specified securities to be issued:**

Preferential issue of 22,00,000 (Twenty Two Lakh) Warrants at an issue price of Rs. 77/- per Warrants in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013, aggregating upto a maximum amount of Rs. 16,94,00,000/- (Rs. Sixteen Crore Ninety Four Lakh Only).

c) **Basis/ justification for the Issue Price has been arrived at:**

The Equity Shares of the Company are listed on National Stock Exchange of India Ltd. ("NSE"). The Equity Shares are infrequently traded in terms of the SEBI ICDR Regulations, 2018. Therefore, in terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the securities may be issued computes to Rs. 56.96/- (Rupees Fifty Six and Ninety Six Paise Only) per warrant, as per Valuation Report dated 24th July, 2026 obtained from Mr. Hitesh Jhamb Registered Valuer (IBBI Reg No: IBBI/RV/11/2019/12355) and same has been published on the website of the Company https://vivo.ooo/wp-content/uploads/2026/07/Sign-Report_Vivo.pdf.

Further, in terms of Regulation 166A of the SEBI (ICDR) Regulations, the Company has obtained a valuation report from an independent registered valuer viz. Mr. Hitesh Jhamb having his office at 270A, First Floor, Patparganj, Mayur Vihar-I, New Delhi-110091 and the price determined by such independent registered valuer is Rs. 56.96/- (Rupees Fifty Six and Ninety Six Paise Only) per Equity Share/ per warrant.

The Articles of Association of the Company does not provide for any alternate method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

d) **Relevant Date:**

The "Relevant Date" for the purpose of determination of floor price for the issue and allotment of the Warrants convertible into equity shares is 22nd July, 2026, being the date 30 (thirty) days prior to the date of this Annual General Meeting (i.e. 21st August, 2026)

e) **The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter:**

| S. No. | Names of the Investors/ proposed Allottees | Current Status of the Proposed Allottee | Proposed Status of the Proposed Allottee post the preferential issue |
|---|---|---|---|
| 1. | UC IT Managed Services Private Limited | Promoter | Promoter |
| 2. | Sanjay Mittal | Promoter Group | Promoter Group |
| 3. | FE Securities Private Limited | Non-promoter | Non-promoter |
| 4. | Puneet Jain | Non-promoter | Non-promoter |
| 5. | Govind Gupta (HUF) | Non-promoter | Non-promoter |
| 6. | Pradeep Kumar | Non-promoter | Non-promoter |
| 7. | Vineeta Jain | Non-promoter | Non-promoter |
| 8. | Siddhant Jain | Non-promoter | Non-promoter |
| 9. | Siddharth Bassi | Non-promoter | Non-promoter |
| 10. | Pallavi Jain Gupta | Non-promoter | Non-promoter |

**f) Proposal/ intent of the promoters, directors, key management personnel or senior management of the Company to subscribe to the offer:**

UC IT Managed Services Private Limited and Sanjay Mittal (Promoter Group) intends to participate in this preferential issue by subscribing upto 10,00,000 (Ten Lakh) Warrants Convertible into Equity Share of face value of Rs.10/- (Rupees Ten only) each fully paid up, on preferential basis, at a price not exceeding Rs. 77/- (Rupees Seventy Seven Only). Except above, none of the other Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares or warrants proposed to be issued under the aforesaid Preferential Allotment.

**g) Time frame within which the Preferential Issue shall be completed:**

As required under the SEBI (ICDR) Regulations, the Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, 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) Change in control, if any, in the Company that would occur consequent to the preferential offer:**

As a result of the proposed preferential issue of Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company.

**i) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

None of the allotment made on preferential basis during the year.

**j) Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:**

| Sr. No. | Name of the Proposed Allottee | Class | Pre-Issue Shareholding | | Securities to be allotted | Post Issue Shareholding | |
|---|---|---|---|---|---|---|---|
| | | | No. of Shares | % of shareholding | | No. of Shares | % of Shareholding |
| 1 | UC IT Managed Services Private Limited | Promoter | 14,78,999 | 73.40 | 6,00,000 | 20,78,999 | 48.35 |
| 2 | Sanjay Mittal | Promoter Group | - | - | 4,00,000 | 4,00,000 | 9 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3 | FE Securities Private Limited | Non-Promoter | - | - | 4,80,000 | 4,80,000 | 11.16 |
| 4 | Puneet Jain | Non-Promoter | - | - | 2,72,000 | 2,72,000 | 6.33 |
| 5. | Govind Gupta (HUF) | Non-Promoter | - | - | 1,68,000 | 1,68,000 | 4 |
| 6 | Pradeep Kumar | Non-Promoter | - | - | 96,000 | 96,000 | 2.23 |
| 7 | Vineeta Jain | Non-Promoter | - | - | 80,000 | 80,000 | 1.86 |
| 8 | Siddhant Jain | Non-Promoter | - | - | 40,000 | 40,000 | 0.93 |
| 9 | Siddharth Bassi | Non-Promoter | - | - | 32,000 | 32,000 | 0.74 |
| 10 | Pallavi Jain Gupta | Non-Promoter | - | - | 32,000 | 32,000 | 0.74 |

**k) The Shareholding pattern of the Company before and after the Preferential Issue:**

As per Annexure 'I'

**l) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee:**

| Sr. No. | Names of the proposed allottee(s) | Names of ultimate beneficial owners of proposed allottee(s) |
|---|---|---|
| 1. | UC IT Managed Services Private Limited | Mr. Sanjay Mittal |
| 2. | FE Securities Private Limited | Mr. Sanjay Kaul |
| 3. | Govind Gupta (HUF) | Mr. Govind Gupta |

**m) Re-computation of the share price:**

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 trading days, the price re-computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the SEBI ICDR Regulations are not applicable.

**n) Lock-in period**:

The pre-preferential allotment shareholding of the proposed allottee and the warrant to be allotted on preferential basis to the persons belonging to Promoter Group and Non-promoter shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

**o) Practicing Company Secretary Certificate:**

The certificate dated 28th July, 2026 issued by Abhay K & Associates, Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations, will be available for inspection by the Members at the Registered Office of the Company between 11:00 A.M. and 5:00 P.M. on all working days and is also available for inspection through electronic mode upto the date of this AGM to any person having the right to attend the meeting, basis the request being sent on cs@vivo.ooo.

The said certificate issued by Practicing Company Secretary has been hosted on the website of the Company and same can be viewed/ downloaded from the following link [https://vivo.ooo/wp-content/uploads/2026/07/Compliance-Certificate.pdf](https://vivo.ooo/wp-content/uploads/2026/07/Compliance-Certificate.pdf).

**p) Other disclosures:**

In accordance with SEBI ICDR Regulations, we confirm that:

i) Neither the Company nor any of its promoters and directors is a wilful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations;

ii) All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

iii) No proposed allottees including person belonging to the Promoter/ Promoter Group have sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;

iv) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them.

(Reeta)
Company Secretary
M.NO- A-40876
Date: July 28, 2026
Place: New Delhi

**ANNEXURE 'I'**
**Shareholding Pattern**

| Sl. No. | Category | Pre-issue shareholding | | Shareholding Post Preferential Issue of securities | |
|---|---|---|---|---|---|
| | | No. of Shares held | % to total share capital | No. of Shares held | % to total share capital |
| **A** | **PROMOTER GROUP** | | | | |
| | Promoter and Promoter Group Holding | | | | |
| 1 | Indian | | | | |
| | Individual | 1 | - | 400001 | 9.49 |
| | Body Corporate | 1478999 | 73.39 | 2078999 | 49.33 |
| 2 | Foreign Promoters | - | - | - | - |
| | **Sub-Total-A** | **1479000** | **73.39** | **2479000** | **58.82** |
| **B** | **NON-PROMOTER HOLDING** | | | | |
| **1** | Institutional Investors | - | - | - | - |
| | Foreign Institutional Investors | - | - | - | - |
| | Financial Institutions / Banks/FPI | - | - | - | - |
| | Insurance Companies | - | - | - | - |
| | Central Government | - | - | - | - |
| **2** | Non-Institutional Investors | | | | |
| | Individuals | 449600 | 22.32 | 1001600 | 23.76 |
| | Others | 86400 | 4.29 | 734400 | 17.42 |
| | **Sub-Total-B** | **536000** | **26.61** | **1736000** | **41.18** |
| | **GRAND TOTAL (A+B)** | **2015000** | **100** | **4215000** | **100** |