

VIRGO GLOBAL LIMITED

CIN: L74910TG1999PLC031187

Redg. Office: 3-45-117, Plot No. A-23, Vikrampuri Colony, Kakaguda
Hyderabad-500009, Telangana, India.

Ph: 040-23814181 e-mail ID: csvirgo@yahoo.in Website: Virgoglobal.in

To,
The Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai –400001

BSE SCRIP CODE: 532354

Sub: Notice of Extra Ordinary General Meeting in compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the **Notice of Extraordinary General Meeting (EGM)** of the members of the Company scheduled to be held on **Friday, 15th May, 2026 at 11:00 A.M. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”)**.

The Company shall seek approval of Shareholders of the Company for the following agenda items:

Sr. No	Particulars	Type of Resolution
1	Approval of Reduction of Share Capital of the Company.	Special Resolution

Further, pursuant to applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations, we are enclosing herewith:

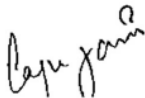
1. Notice of the Extraordinary General Meeting & Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
2. Scheme of Capital Reduction

The aforesaid documents are also being made available on the website of the Company.

We request you to take this on record and treat the same as compliance with the applicable provisions of the Listing Regulations.

Thanking You,

**By Order of the Board
For Virgo Global Limited**



**Rajesh Gandhi
Executive Director
DIN: 02120813**

**Date: 18.04.2026
Place: Hyderabad**

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF VIRGO GLOBAL LIMITED WILL BE HELD ON FRIDAY, 15TH MAY, 2026 AT 11.00 A.M. THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

Item No. 1: Approval of Reduction of Share Capital of the Company.

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

SPECIAL RESOLUTION

“**RESOLVED THAT** pursuant to Section 66 and all other applicable provisions, if any, of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Capital of Company) Rules, 2016, Article 41 of Articles of Association of the Company and subject to confirmation by the Hon’ble National Company Law Tribunal, Bench at Hyderabad and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution (hereinafter collectively referred to as “the concerned authorities”) as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, and which may be agreed to by the Board of Directors of the Company, the consent and approval of members of the Company be and is hereby accorded for the reduction of existing paid up equity share capital of the Company from Rs.4,20,17,200/- (Rupees Four Crores Twenty Lakhs Seventeen Thousand and Two Hundred only) comprising 1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) fully paid up equity shares of Rs.04/- (Rupees Four only) each to Rs.58,82,408/- (Rupees Fifty Eight Lakhs Eighty Two Thousand Four Hundred and Eight only) comprising 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, by cancelling and extinguishing 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each, aggregating Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) and utilising the same towards setting off the accumulated losses of the Company to that extent, as set out in the Scheme of Reduction of Share Capital (“**Scheme**”) as circulated to the members and placed before the meeting and initialled by the Chairperson for the purpose of identification.”

“**RESOLVED FURTHER THAT**, the proposed accounting treatment, i.e. “an amount of Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) shall be reduced from the Paid Up Equity Share Capital Account of the Company and correspondingly an amount equivalent to the amount of reduction shall be added to the Reserves and Surplus Account (i.e. reduced from the accumulated losses) of the Company appearing on the liabilities side of the balance sheet of the Company”, be and is hereby approved.”

“**RESOLVED FURTHER THAT**, upon the reduction of capital becoming effective, 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each shall be cancelled and extinguished on a proportionate basis in accordance with the shareholding of the equity shareholders of the Company whose names appear in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date.”

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“RESOLVED FURTHER THAT, upon the reduction of capital becoming effective, each equity shareholder of the Company whose name appears in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date shall be entitled to equity shares representing the reduced share capital, aggregating 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, in proportion to their respective shareholding, subject to such adjustments as may be required on account of fractional entitlements, if any.”

“RESOLVED FURTHER THAT, upon the reduction of capital becoming effective, in respect of equity shares held in physical form, the existing share certificates shall, if so required by the Company, be surrendered by the shareholders for cancellation. Notwithstanding the foregoing, from the date of issuance of new share certificates by the Company, the existing share certificates shall be deemed to have been cancelled, extinguished and rendered invalid, without any further act or deed and the Company may, at its discretion, issue and dispatch new share certificates in lieu of the existing share certificates without requiring their prior surrender. In respect of equity shares held in dematerialized form, the reduction in shareholding shall be effected through the depositories by making appropriate adjustments in the accounts of the shareholders, in accordance with applicable procedures.”

“RESOLVED FURTHER THAT, pursuant to the reduction of capital, if any fractional entitlements arise, the Company shall not issue fractional shares but shall aggregate all such fractional entitlements and consolidate them into whole equity shares. The aggregate number of equity shares so arising shall be allotted to a trustee nominated by the Board of Directors of the Company, who shall hold such shares in trust for the benefit of the shareholders entitled to such fractional entitlements. The trustee shall, within a period of 90 (ninety) days from the Record Date, sell the same in the market and distribute the net sale proceeds (after deduction of applicable taxes and expenses, if any) to the concerned shareholders in proportion to their respective fractional entitlements. Any unclaimed amounts shall be transferred to the Investor Education and Protection Fund within 120 (one hundred and twenty) days from the expiry of the period prescribed for payment, in accordance with applicable law, and the Company shall file the necessary reports with BSE confirming compliance with the aforesaid requirements.”

“RESOLVED FURTHER THAT, the Effective Date of the reduction of capital of the Company shall be the date on which the certified copy of the Order of the Hon’ble National Company Law Tribunal, Bench at Hyderabad, confirming the reduction of share capital of the Company, together with the minute approved by the Tribunal, is filed with the Registrar of Companies, at Hyderabad and the Registrar of Companies issues a certificate of registration thereof.”

“RESOLVED FURTHER THAT, upon the reduction of capital becoming effective (after the Effective Date), the Board of Directors of the Company shall fix the Record Date within a period of 90 days, for the purpose of determining the equity shareholders whose shareholding shall be taken into account for giving effect to the reduction of share capital and the consequent adjustment of their shareholding in the records of the depositories and/or for issuance of share certificates representing the reduced share capital.”

“RESOLVED FURTHER THAT, the Scheme of Reduction of Share Capital between Virgo Global Limited and its Shareholders and Creditors (“Scheme”), as circulated to the members and placed before the meeting, be and is hereby approved and adopted.”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, approval of the Members of the Company be and is hereby accorded to the Board and the Board and/or a duly authorized committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the foregoing resolutions, including filing of applications and petitions before the National Company Law Tribunal, execution of documents, modifications, if any, appointment of professionals, and to settle any questions, difficulties or doubts that

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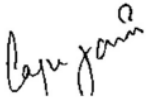
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may arise in this regard without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to delegate all or any of the powers pertaining to the reduction of capital of the Company in such manner as it may deem fit to any of the directors of the Company, with power to further delegate such authority to any officer(s) of the Company or any other person(s), subject to such conditions as the Board or such director may deem fit.”

**By Order of the Board
For Virgo Global Limited**



**Rajesh Gandhi
Executive Director
DIN: 02120813**

**Date: 18.04.2026
Place: Hyderabad**

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IMPORTANT NOTES:

1. Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out in the Notice is annexed hereto and forms part of this Notice.
2. As mandated by Securities and Exchange Board of India ("SEBI"), securities of the company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. Members can Contact the Company or Our RTA for Assistance.
3. Members may note that the copy of the Notice of EGM is also available on the website of the Company.
4. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services provided by M/s. Central Depository Services Limited (CDSL) on resolution set forth in this Notice.
5. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued circular stating that service of notice/documents including Annual Report can be sent by e-mail to its members. We fully support the Ministry's green initiative. Accordingly, the members are requested to inform their e-mail addresses to RTA – M/s. Aarthi Consultants Pvt. Ltd, 1-2-285, Domalguda, Hyderabad - 500029, Telangana, India or email at info@arthiconsultants.com
6. Members who have not registered their e-mail ID's are requested to register their email ID's with their respective Depository Participants (DPs). Alternatively, the members may also contact the RTA at the email address info@arthiconsultants.com or the Company at the email address csvirgo@yahoo.in to register their e-mail address (es) or changes therein, if any, at the earliest, to receive the future communication. Members are requested to quote their Client ID number with DP ID on all correspondence with the Company as the case may be. International Securities Identification Number given to your Company is INE400B01020.
7. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
8. Notice of the Extra Ordinary General Meeting of the Company inter alia, indicating the process and manner of e-voting is being sent to all the members whose email Ids are registered with the Company/Depository Participant(s) for communication purpose through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
9. Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.virgoglobal.in for their downloading. The physical copies of the aforesaid documents will also be available at the Company's registered office at Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id csvirgo@yahoo.in.

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10. Corporate members intending to attend through their authorized representative(s) are requested to send a certified copy of the board resolution u/s 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf.
11. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form No. SH-14. Members who are either not desiring to register for Nomination or would want to opt out, are requested to fill out and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at www.aarthiconsultants.com Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
12. The Registers required to be maintained under the Companies Act, 2013 and all documents referred to in the Notice will be made available for inspection. Members who seek inspection may write to us at csvirgo@yahoo.in
13. Members holding shares in the physical form are advised to complete KYC in the prescribed form no. ISR-1 to communicate the particulars of their PAN, bank account, change of postal address, email id, mobile number and nomination to our RTA i.e., Aarthi Consultants Pvt. Ltd, 1-2-285, Domalguda, Hyderabad, Telangana, 500029 or the Secretarial Department of the Company otherwise folio shall be frozen by the RTA. The shareholders can access the prescribed form for KYC of their folio via the link www.aarthiconsultants.com
14. CS Yash K. Shah (COP No.: 27474) Proprietor of M/s. Yash Shah & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The scrutinizer shall within a period of not exceeding Two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by the Chairman.
16. The results of the e-voting along with the scrutinizer's report shall be placed on company's website at www.virgoglobal.in within two days of passing of the resolution at the EGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
17. The SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated August 11, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at smartodr.in.

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CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.virgoglobal.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as applicable. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2023 or 2024,

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to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

- (i) The voting period begins on **Tuesday, May 12, 2026 (09.00 a.m.) to Thursday, May 14, 2026 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, May 8, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) 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

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	<p>name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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Ph: 040-23814181 e-mail ID: csvirgo@yahoo.in Website: Virgoglobal.in

- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

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

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

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **2 (two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send

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their queries in advance **2 (two) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

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

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

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

ITEM NO. 1: Approval of Reduction of Share Capital of the Company:

Salient features of the Reduction of Share Capital of the Company as mentioned in the Scheme:

1. **Preamble:** The Scheme of Reduction of Share Capital (“Scheme”) is presented pursuant to the provisions of Section 66 of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, and other applicable provisions, if any, and provides for the reduction of the fully paid-up equity share capital of Virgo Global Limited (“Company”) by adjusting the same against the accumulated losses of the Company, and matters incidental and consequential thereto.
2. ‘**Accumulated Losses**’ shall mean the debit balance in the retained earnings (including debit balance of the statement of profit and loss) as appearing in the audited financial statements of the Company as at 31.03.2026;
3. ‘**BSE**’ shall mean the stock exchange, BSE Limited;
4. ‘**Effective Date**’ means the date on which the certified copy of the Order of the Hon’ble NCLT Confirming the Reduction of Share Capital of the Company as set out in this Scheme, together with the minute approved by the Tribunal, is filed with the ROC and the ROC issues a certificate of registration thereof, such date of issuance of the certificate of registration being the date on which the reduction of share capital shall take effect. Any reference in this Scheme to “coming into effect of the Scheme”, “effectiveness of the Scheme”, “upon this Scheme becoming effective” or similar expressions shall be construed to mean the Effective Date;
5. ‘**Scheme**’ or ‘**this Scheme**’ or ‘**the Scheme**’ means this Scheme of Reduction of Share Capital between the Company and its shareholders and Creditors in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT;
6. ‘**SEBI LODR Regulations**’ means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
7. ‘**Record Date**’ means the date to be fixed by the Board of Directors of the Company, after the Scheme becoming effective, for the purpose of determining the equity shareholders whose shareholding shall be taken into account for giving effect to the reduction of share capital and the consequent adjustment of their shareholding in the records of the depositories and/or for issuance of share certificates representing the reduced share capital in accordance with this Scheme.
8. **Rationale and Purpose of the Scheme:**
 - 8.1 The Company has, over the past several years, sustained business losses on account of adverse commercial conditions and consequently, these accumulated losses have eroded the substantial net worth of the Company and created a significant mismatch between the paid-up share capital as reflected in the Balance Sheet and the actual realisable value of the Company’s assets.
 - 8.2 As a consequence of the accumulated losses and the resultant impaired Balance Sheet, the Company has been unable to access capital markets or institutional finance, whether by way of equity or debt, on commercially viable terms. The accumulated losses appearing in the financial statements have acted as a structural impediment to further investment, business expansion, and the deployment of working capital at the scale required for sustainable growth.

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8.3 The proposed reduction of the paid-up equity share capital is intended to extinguish the debit balance of accumulated losses standing in the Company's books by setting it off against the paid-up equity share capital, thereby restoring the Balance Sheet to reflect the true and fair financial position of the Company. This exercise is being primarily undertaken to:

- a) enable the Company to present a clean and accurate Balance Sheet, free from the overhang of accumulated losses, to prospective investors, lenders, and other stakeholders;
- b) restore the Company's eligibility and credibility to approach capital markets and financial institutions for equity and debt financing required to fund its business objectives and expansion plans; and
- c) unlock future value creation for shareholders by strengthening the financial foundation of the Company.

9. **Benefits arising out of the Scheme:**

9.1 The Company's books would more accurately represent its financial position.

9.2 The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining finance from banks and financial institutions.

9.3 The reduction of capital of the Company will help to raise fresh capital on private placement basis.

9.4 This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.

9.5 Hence, the Board believes that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the Paid-up Equity Share Capital of the Company to write off its Accumulated Losses, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the Hon'ble NCLT and such other appropriate authority, as may be applicable.

10. **Article in the Articles of Association:** By virtue of Article 41 of Articles of Association, the Company is authorized to reduce its share capital in any manner by passing Special Resolution.

11. **Reduction of Capital:**

11.1 As at 31.03.2026, the Company has accumulated losses amounting to Rs.3,62,51,345/- (Rupees Three Crores Sixty Two Lakhs Fifty One Thousand Three Hundred and Forty Five only), reflecting as debit balance in retained earnings under "Other Equity", in the audited financial statements of the Company.

11.2 As a consequence of the aforesaid accumulated losses, the net worth of the Company stands substantially eroded. The losses have arisen primarily on account of adverse market conditions and other business factors affecting the operations of the Company. The position of accumulated losses and net worth of the Company over the last five financial years is set out below:

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(Amount in Rs.)

Year	Profits / (Losses)	Accumulated Losses	Net Worth
2021-22	8,88,604	(3,85,22,817)	34,94,383
2022-23	21,91,174	(3,63,31,643)	56,85,557
2023-24	23,80,000	(3,39,60,000)	80,57,200
2024-25	30,000	(3,39,20,000)	80,97,200
2025-26	(23,28,856)	(3,62,51,345)	57,65,855

- 11.3** Therefore, the Company proposes to reduce its paid up equity share capital to the extent of 86% constituting Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) comprising 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each, and utilize the same towards setting off the accumulated losses of the Company to that extent.
- 11.4** Accordingly, with effect from the effective date, the existing paid up equity share capital of the Company shall stand reduced from Rs.4,20,17,200/- (Rupees Four Crores Twenty Lakhs Seventeen Thousand and Two Hundred only) comprising 1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) fully paid up equity shares of Rs.04/- (Rupees Four only) each to Rs.58,82,408/- (Rupees Fifty Eight Lakhs Eighty Two Thousand Four Hundred and Eight only) comprising 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, by cancelling and extinguishing 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each, aggregating Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) and utilising the same towards setting off the accumulated losses of the Company to that extent.
- 11.5 Accounting Treatment:** Upon the Scheme becoming effective, an amount of Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) shall be reduced from the Paid Up Equity Share Capital Account of the Company and correspondingly an amount equivalent to the amount of reduction shall be added to the Reserves and Surplus Account (i.e. reduced from the accumulated losses) of the Company appearing on the liabilities side of the balance sheet of the Company.
- 11.6 Pro-rata Basis:** Upon the Scheme becoming effective, 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each shall be cancelled and extinguished on a proportionate basis in accordance with the shareholding of the equity shareholders of the Company whose names appear in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date. It is hereby clarified that such reduction shall be effected in a manner such that each equity shareholder shall hold equity shares in the same proportion as held prior to the reduction, subject to the provisions of this Scheme.
- Example:** For every 100 (One Hundred) fully paid-up equity shares of Rs.04/- (Rupees Four only) each held by a shareholder as on the Record Date, such shareholder shall, in lieu thereof, be entitled to hold 14 (Fourteen) fully paid-up equity shares of Rs.04/- (Rupees Four only) each, pursuant to this Scheme.
- 11.7** Upon the Scheme becoming effective, each equity shareholder of the Company whose name appears in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date shall be entitled to equity shares representing the reduced share capital, aggregating 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, in proportion to their respective

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shareholding, subject to such adjustments as may be required on account of fractional entitlements arising pursuant to the implementation of this Scheme.

- 11.8 Cancellation of Shares:** In respect of equity shares held in physical form, the existing share certificates shall, if so required by the Company, be surrendered by the shareholders for cancellation. Notwithstanding the foregoing, from the date of issuance of new share certificates by the Company, the existing share certificates shall be deemed to have been cancelled, extinguished and rendered invalid, without any further act or deed. The Company may, at its discretion, issue and dispatch new share certificates in lieu of the existing share certificates without requiring their prior surrender. In respect of equity shares held in dematerialized form, the reduction in shareholding shall be effected through the depositories by making appropriate adjustments in the accounts of the shareholders, in accordance with applicable procedures.
- 11.9 Fractional Shares/Entitlement:** In the event any fractional entitlements arise pursuant to the implementation of this Scheme, the Company shall not issue fractional shares but shall aggregate all such fractional entitlements and consolidate them into whole equity shares. The aggregate number of equity shares so arising shall be allotted to a trustee nominated by the Board of Directors of the Company, who shall hold such shares in trust for the benefit of the shareholders entitled to such fractional entitlements. The trustee shall, within a period of 90 (ninety) days from the Record Date, sell the same in the market and distribute the net sale proceeds (after deduction of applicable taxes and expenses, if any) to the concerned shareholders in proportion to their respective fractional entitlements. Any unclaimed amounts shall be transferred to the Investor Education and Protection Fund within 120 (one hundred and twenty) days from the expiry of the period prescribed for payment, in accordance with applicable law, and the Company shall file the necessary reports with BSE confirming compliance with the aforesaid requirements.
- 11.10** The indicative pre and post reduction of the issued, subscribed and paid-up equity share capital of the Company shall be reflected in the books of account of the Company as on the Effective Date, in the manner set out below:

Particulars	Pre Reduction	Proposed Reduction	Post Reduction
Paid-up capital	Rs.4,20,17,200/-	Rs.3,61,34,792/-	Rs.58,82,408/-
No. of fully paid up equity shares of Rs.04/-	1,05,04,300	90,33,698	14,70,602

12. Pre and Post Shareholding Pattern

The reduction of share capital pursuant to this Scheme is being effected on a proportionate basis and, accordingly, shall not result in any change in the shareholding pattern of the Company.

Category	Particulars	Pre - Reduction		Post - Reduction	
		No. of Shares	% to total	No. of Shares	% to total
(A)	Promoters & Promoter Group	32,57,150	31.01%	4,56,001	31.01%
(B)	Public	72,47,150	68.99%	10,14,601	68.99%
	Total	1,05,04,300	100.00%	14,70,602	100.00%

13. Corporate Actions and Other Provisions

- 13.1** The Company shall fix the Record Date within 90 days from the Effective Date.

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13.2 Notwithstanding the reduction of share capital pursuant to this Scheme, the equity shares of the Company shall continue to be listed and admitted to trading on BSE, and there shall be no change in the listing or trading status. The Company shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

13.3 Upon the Scheme becoming effective, the Company shall take all necessary steps and comply with all procedural requirements, including filing of requisite applications, confirmations and undertakings, as may be required by BSE and other regulatory authorities for the purpose of giving effect to this Scheme and for the continuation of listing and trading of its equity shares.

14. Application / Petition To NCLT

The Company shall make the necessary application/petition under Section 66 and other applicable provisions, if any, of the Act, read with the Rules, to the Hon'ble NCLT for confirmation of the reduction of share capital of the Company in the manner set out in this Scheme. The Company shall take all such steps as may be necessary or expedient in connection with the said application/petition and obtaining such approvals, consents, confirmations or directions as may be required from the Hon'ble NCLT and/or any other statutory or regulatory authority.

15. Conditionality of the Scheme

The Scheme is and shall be conditional upon and subject to the following:

15.1 The Scheme being approved by the shareholders of the Company by way of a special resolution passed in accordance with Section 66 and other applicable provisions, if any, of the Companies Act, 2013;

15.2 The reduction of share capital of the Company as contemplated under this Scheme being confirmed by the Hon'ble NCLT under Section 66 of the Act and the rules made thereunder;

15.3 The certified copy of the Order of the Hon'ble NCLT confirming the reduction of capital of the Company and the minute approved by the Tribunal being filed with the ROC, and the ROC issuing a certificate of registration thereof.

16. Form of Minute under section 66(5) of the ACT

The form of minute proposed to be registered under Section 66(5) of the Act, is as follows:

The Capital of M/s. Virgo Global Limited is henceforth Rs.58,82,408/- (Rupees Fifty Eight Lakhs Eighty Two Thousand Four Hundred and Eight only) comprising 14,70,602 (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each reduced from Rs.4,20,17,200/- (Rupees Four Crores Twenty Lakhs Seventeen Thousand and Two Hundred only) comprising 1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) fully paid up equity shares of Rs.04/- (Rupees Four only) each. At the date of registration of this minute 14,70,602 (Fourteen Lakhs Seventy Thousand Six Hundred and Two) equity shares of Rs.04/- (Rupees Four only) each have been issued and are deemed to be fully paid up and the remaining 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) shares are unissued”.

A copy of the Scheme setting out in detail the terms and conditions, which has been duly approved by the Audit Committee and the Board of Directors of the Company at its meetings held on April 18, 2026, is

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enclosed to this Notice. A copy of the Scheme has been uploaded on the website of the Company at www.virgoglobal.in. Members are requested to peruse the same in detail.

Auditors' Certificate: M/s. Sharad Chandra Toshniwal & Co., Chartered Accountants, Statutory Auditor of the Company, has issued a certificate stating that the accounting treatment proposed for the reduction of capital is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder, (as amended).

BSE Approval: In terms of Regulation 37(6)(b) of the SEBI (LODR) Regulations, 2015, as amended, the requirement of obtaining the No-objection Letter from BSE is not applicable in the present case as the Scheme of Reduction of Capital of the Company solely provides for writing off the accumulated losses against the share capital of the Company applied uniformly across all shareholders on a pro rata basis or against the reserves of the Company. However, the draft scheme shall be filed with the BSE for the purpose of disclosures in terms of the proviso to clause (b) of sub-regulation (6) of Regulation 37 of the SEBI (LODR) Regulations.

Scrutinizer: CS Yash K. Shah (COP No.: 27474) Proprietor of M/s. Yash Shah & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Capital Reduction will not cause any prejudice to any of the creditors of the Company, as the reduction of capital does not involve any pay-out to the Members of the Company nor a reduction in the amount payable to any of the creditors.

The proposed Capital Reduction will not have any adverse impact on the operations of the Company or the ability of the Company to honour its commitment or to pay its debts in the ordinary course of business.

The Board of Directors of the Company has no material interest in the proposed Reduction of Capital except as shareholders in general.

No petition under Section 241 or 242 of the Companies Act, 2013, has been filed against the Company and there are no proceedings pending under Section 210 to 227 of Companies Act, 2013, against the Company.

There are no winding up or insolvency proceedings pending against the Company as of date.

No inquiry or investigation under sections 235 to 251 of the Companies Act, 1956, or under the corresponding sections under the Companies Act, 2013, is pending against the Company.

Inspection by the Equity Shareholders of the Company, of the following documents is allowed at the Registered Office of the Company between 11:00 am and 05:00 PM on all working days (except on Saturdays, Sundays and Public holidays) up to 14.05.2026:

- a) Resolution passed by the Board of Directors of the Company approving the reduction of capital at its meetings held on 18.04.2026
- b) Memorandum and Articles of Association of the Company.
- c) Audited financial statements of the Company for the financial year ended on 31.03.2026.
- d) Scheme of Reduction of Capital between Virgo Global Limited and its shareholders and creditors.

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Redg. Office: 3-45-117, Plot No. A-23, Vikrampuri Colony, Kakaguda
Hyderabad-500009, Telangana, India.

Ph: 040-23814181 e-mail ID: csvirgo@yahoo.in Website: Virgoglobal.in

- e) Statutory auditor's certificate confirming the accounting treatment proposed for Reduction of Capital of the Company.
- f) Notice calling the extra-ordinary general meeting of the shareholders of the Company seeking their approval by means of a special resolution to the proposed reduction of capital of the Company.

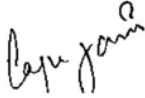
All the documents referred above are also made available on the Company's website at www.virgoglobal.in.

The Board of Directors believes that the proposed reduction of capital as mentioned in the Scheme is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in Item No. 1 of the accompanying Notice for approval by Members of the Company by passing special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way whether, concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 1 of the Notice.

The Special Resolution, if approved by the Members of the Company, will be subject to the confirmation by NCLT as per Section 66 of the Companies Act, 2013, read with the NCLT Rules.

By Order of the Board
For Virgo Global Limited



Rajesh Gandhi
Executive Director
DIN: 02120813

Date: 18.04.2026
Place: Hyderabad

**SCHEME OF REDUCTION OF SHARE CAPITAL
BETWEEN
VIRGO GLOBAL LIMITED
(CIN L74910TG1999PLC031187)
AND
ITS SHAREHOLDERS AND CREDITORS**

(Under Section 66 and other applicable provisions of the Companies Act, 2013, read with National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016)

1. PREAMBLE

This Scheme of Reduction of Share Capital (“**Scheme**”) is presented pursuant to the provisions of Section 66 of the Companies Act, 2013, read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, and other applicable provisions, if any, and provides for the reduction of the fully paid-up equity share capital of Virgo Global Limited (“**Company**”) by adjusting the same against the accumulated losses of the Company, and matters incidental and consequential thereto.

2. DEFINITIONS

In this Scheme, unless the context otherwise requires, the following terms shall have the meanings ascribed to them below:

- 2.1** ‘**Accumulated Losses**’ shall mean the debit balance in the retained earnings (including debit balance of the statement of profit and loss) as appearing in the audited financial statements of the Company as at 31.03.2026;
- 2.2** ‘**Act**’ or the ‘**the Act**’ means the Companies Act, 2013 as notified, and ordinances, rules and regulations made thereunder and shall include any statutory modification, re-enactment or amendments thereof, from time to time;
- 2.3** ‘**Applicable Law(s)**’ or ‘**Law(s)**’ means any statute, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force;
- 2.4** ‘**Appropriate Authority**’ means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, including the Hon’ble National Company Law Tribunal, the Registrar of Companies, the Regional Director, Ministry of Corporate Affairs, BSE Ltd, Securities and Exchange Board of India and other regulatory authorities;
- 2.5** ‘**Board**’ or ‘**Board of Directors**’ means the Board of the Company and shall include a committee of directors or any person authorized by the Board or such committee of directors duly constituted and authorized for the purposes of matters pertaining or relating to this Scheme;
- 2.6** ‘**Company**’ means Virgo Global Limited, a company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L74910TG1999PLC031187, having its registered office situated at 3-45-117, Plot No: A-23 Vikrampuri Colony, Kakaguda, Hyderabad-500009, Telangana, India and having its equity share listed and traded on BSE;
- 2.7** ‘**BSE**’ shall mean the stock exchange, BSE Limited;

- 2.8** **‘Effective Date’** means the date on which the certified copy of the Order of the Hon’ble NCLT Confirming the Reduction of Share Capital of the Company as set out in this Scheme, together with the minute approved by the Tribunal, is filed with the ROC and the ROC issues a certificate of registration thereof, such date of issuance of the certificate of registration being the date on which the reduction of share capital shall take effect. Any reference in this Scheme to “coming into effect of the Scheme”, “effectiveness of the Scheme”, “upon this Scheme becoming effective” or similar expressions shall be construed to mean the Effective Date;
- 2.9** **‘Equity Shares’** means fully paid-up equity shares of face value of Rs.04/- (Rupees Four only) each issued by the Company;
- 2.10** **‘Income-tax Act, 1961’ or ‘IT Act’** means the Income-tax Act, 1961, as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;
- 2.11** **‘National Company Law Tribunal’ or ‘NCLT’ or ‘Tribunal’** means the Hon’ble National Company Law Tribunal, Bench at Hyderabad, having jurisdiction over the Company;
- 2.12** **‘Order’** means the final order passed by the Hon’ble NCLT confirming the reduction of share capital of the Company as set out in this Scheme and approving the form of minute;
- 2.13** **‘Registrar of Companies’ or ‘ROC’** means the Registrar of Companies, at Hyderabad, Telangana;
- 2.14** **‘Regional Director’ or ‘RD’** means the Regional Director, South-East Region, at Hyderabad, Telangana;
- 2.15** **‘Rules’** means the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016, as amended from time to time;
- 2.16** **‘Rs.’ or ‘Rupee(s)’** means Indian Rupee, the lawful currency of the Republic of India;
- 2.17** **‘Scheme’ or ‘this Scheme’ or ‘the Scheme’** means this Scheme of Reduction of Share Capital between the Company and its shareholders and Creditors in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT;
- 2.18** **“SEBI” means** Securities and Exchange Board of India;
- 2.19** **‘SEBI LODR Regulations’** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 2.20** **‘Record Date’** means the date to be fixed by the Board of Directors of the Company, after the Scheme becoming effective, for the purpose of determining the equity shareholders whose shareholding shall be taken into account for giving effect to the reduction of share capital and the consequent adjustment of their shareholding in the records of the depositories and/or for issuance of share certificates representing the reduced share capital in accordance with this Scheme.

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, Securities Contract (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, SEBI LODR Regulations, or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

3. DETAILS OF THE COMPANY

- 3.1 Virgo Global Limited** was originally incorporated under the name and style “Om Web Private Limited” on the 24.02.1999 in the erstwhile State of Andhra Pradesh (now State of Telangana), vide its Certificate of Incorporation No. 31187 of 1998-99 issued by ROC, Hyderabad, Andhra Pradesh. Subsequently, the Company changed its name to Online Media Solutions Private Limited vide fresh certificate of incorporation dated 30.08.1999, issued by the ROC, Hyderabad, Andhra Pradesh. Further the Company converted itself into Public Limited Company and consequently, the word ‘Private’ was removed from its name vide fresh certificate of incorporation issued by the ROC dated 09.09.1999. Further, the name of the Company was changed from Online Media Solutions Limited to Virgo Global Media Limited and a fresh certificate of incorporation consequent upon change of name was issued by the ROC on 10.02.2009. Thereafter, the name of the Company was once again changed from Virgo Global Media Limited to Virgo Global Limited and a fresh certificate of incorporation consequent upon change of name was issued by the ROC on the 02.01.2017.
- 3.1** The registered office of the Company is situated at 3-45-117, Plot No:A-23 Vikrampuri Colony, Kakaguda, Hyderabad, Hyderabad – 500009, Telangana, India. . The Corporate Identification Number of the Company is L74910TG1999PLC031187.
- 3.2** The Company has one type of Share viz., ‘Equity Shares’ of face value of Rs.04/- (Rupees Four only) each. The Equity Shares of the Company are listed and traded on BSE.
- 3.3** The present main objects of the Company as per clause 3(A) of the Memorandum of Association are as follows:
- a) To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment. providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services. To carry on the business of manufacturing, trading, dealing and maintenance of computer hardware and software, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
 - b) To purchase any land, plot(s) of land or immovable property or any right or interest therein either singly or Jointly or in Partnership with any person(s) or Body corporate or partnership Firm and to develop and construct thereon residential, commercial complex or complex(es) either singly or jointly or in partnership as aforesaid, comprising offices for sale or self-use or for earning rental income thereon by letting out individual units comprised in such building(s). To purchase any movable or immovable property including

industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy installments or by hire purchase system and otherwise. To purchase, sell and otherwise to carry on the business such as builders, contractors, architects, engineers, Estate agents, decorators and surveyors. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, buildings, houses and other constructions or conveniences of all kinds, which expression in this memorandum includes roads, railways, and tramways, docks, harbours, Piers, wharves, canals, serial runways and hangers, airports, reservoirs, embankments, irrigations, reclamation, improvements, sewage, sanitary, water, gas, electronic light, power supply works, and hotels, cold storages, warehouses, cinema houses, markets, public and other buildings and all other works and conveniences of public or private utility, to apply for purchase or otherwise acquire any contracts, decrease, concessions, for or in relation to the construction, execution, carrying out equipment, improvement, administration, or control of all such works and conveniences as aforesaid and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

- c) To carry on the business of all kinds of farming, horticulture, sericulture, pisciculture, dairy, gardening and of raising, breeding, improving, developing, buying, selling, producing, preserving and dealing in all kinds of product of such business and in particular, food grains seeds pure bred and inbred game, meat cattle and other live and dead stock eggs, sausages, preserved meat, trees, plants, plants fruits, flowers and vegetable milk and milk products and to establish experimental farms and research stations anywhere in India for conducting experiments test and research for developing better qualities of seeds, food grains and agricultural products and for developing milch strain in cattles by cross breeding or otherwise and increasing egg laying capacity in poultry and also for finding other ways and means of improving other agricultural crops produce, seeds, fodder, crops and cattle feed of all kinds. To cultivate, grow, produce or deal in any agriculture, vegetable or fruit products, food items, vegetable oils, neem oil, oil cakes and by products thereof and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors, and vendors of milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provision of all kinds, growers of and dealers, in corn, hay and straw, seeds men and nurserymen and to buy, sell, manufacture and trade In any goods usually traded in any of the above business or any other business inclusive of staple foods and medicinal preparations from milk, vegetable and animal products or any substitute for any, them associated with the farming interests.
- d) To carry on the business as consultants and advisers, dealers and agents in analytical chemists, chemical and medicinal preparations, articles, compounds, surgical and scientific apparatus, equipment, appliances, instruments and medical engineering goods of varied descriptions and also training, audits, consultation for pharma, biotech, herbal liasoning for pharmaceuticals, Marketing, branding and promoting business, conducting seminars, medical writing, medical data mining, medical transcription, pharma manufacturing, distribution and related business. To carry on in India or abroad business of importers, merchants, general order, suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, Indent agents, passage agents, factors, organisers, concessionaries, sale agents, sub agents, and insurance agents, in connection with the business as referred to in sub-clause (1) above. To establish and run health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, e-

commerce, and to offer wholesale, retail, ecommerce facilities, health constancy and data processing and other services that are normally offered by health portal, web sites, medical transcription centres, data processing/computer centres, retail chains, etc. to individuals, business and other type of customers and to impart training of Electronic data processing. Computer Software and Hardware, to customers and others and to carry on the business of manufacturers, producers, makers, convertors, repairers, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal In computers, data processors, calculators, tabulators, machines, appliances, accessories, devices and instruments, of every kind and activation for use for industrial, commercial, scientific, medical, statistical, or any other purpose and any product or products thereof or materials, articles, software and hardware used in the operation of or otherwise in connection therewith or ancillary thereof. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, biotech, herbal, antibiotics, drugs, medicines, biologicals, neutraoeticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, wines, cordials, liquors, soups, broths and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals, biotech, herbal and allied products.

- e) To carry on the business of online as well as off line shopping, net marketing, multi-level marketing of consumer and other goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not Include banking and money circulating business. To establish, manage, supervise and control multi marketing chains and through online marketing services with a view to encourage people to effect savings and accommodating the products and services promoted by the company. To carry on the business of conducting marketing surveys, multilinking, promotional activities channel establishments for various products & services and the business of purchase, sale, market through various means including Multi-Level Marketing (MLM) online as well as offline marketing and through websites also, Import, and export of consumer goods, drugs, drug intermediates, medicines, pharmaceuticals, nutritional and health care products, cosmetics, software & websites. To carry on the business as buyers, online buyers and sellers online marketers, sellers, traders, importers, exporters, merchants, exporters, departmental stores, brokers, distributors, traders, stockiest, dealers, packers, repackers of all types of consumers products. To carry on all or any of the following business activities relating to the provisions of electronic commerce services to business Organizations either directly or through collaboration, joint venture, or under licenses and/ or trade agreements. E-mail services, electronic data interchange (EDI), enhanced telefax services, electronic information services i.e., database services to support commercial exchanges, other intercompany network applications and for the above purposes, to establish, in India, messaging backbone network interconnecting different parts of the country in a phase manner and to import such hardware, software and/ or technology from time to time as may be required.

3.4 In the last five financial years, there has been no change in the name, main objects or registered office of the Company. Further, there has been no material change in the capital structure or

management of the Company that would have a bearing on the proposed reduction of share capital under this Scheme.

- 3.5 The authorised, issued, subscribed and paid-up share capital of the Company as on 31.03.2026, is as under:

Authorised Share Capital	Amount in Rs.
3,25,00,000 (Three Crores and Twenty Five Lakhs) Equity Shares of Rupees 04/- (Rupees Four only) each.	13,00,00,000
Total	13,00,00,000
Issued, Subscribed & Fully Paid-Up Capital	
1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) Equity Shares of Rupees 04/- (Rupees Four only) each.	4,20,17,200
Total	4,20,17,200

Subsequent to 31.03.2026, and till the date of approval of this Scheme by the Board of Directors of the Company, there has been no change in the authorized, issued, subscribed and paid-up share capital of the Company.

4. RATIONALE AND PURPOSE OF THE SCHEME

- 4.1 The Company has, over the past several years, sustained business losses on account of adverse commercial conditions and consequently, these accumulated losses have eroded the substantial net worth of the Company and created a significant mismatch between the paid-up share capital as reflected in the Balance Sheet and the actual realisable value of the Company's assets.
- 4.2 As a consequence of the accumulated losses and the resultant impaired Balance Sheet, the Company has been unable to access capital markets or institutional finance, whether by way of equity or debt, on commercially viable terms. The accumulated losses appearing in the financial statements have acted as a structural impediment to further investment, business expansion, and the deployment of working capital at the scale required for sustainable growth.
- 4.3 The proposed reduction of the paid-up equity share capital is intended to extinguish the debit balance of accumulated losses standing in the Company's books by setting it off against the paid-up equity share capital, thereby restoring the Balance Sheet to reflect the true and fair financial position of the Company. This exercise is being primarily undertaken to:
- d) enable the Company to present a clean and accurate Balance Sheet, free from the overhang of accumulated losses, to prospective investors, lenders, and other stakeholders;
 - e) restore the Company's eligibility and credibility to approach capital markets and financial institutions for equity and debt financing required to fund its business objectives and expansion plans; and
 - f) unlock future value creation for shareholders by strengthening the financial foundation of the Company.

5. BENEFITS ARISING OUT OF THE SCHEME

- 5.1 The Company's books would more accurately represent its financial position.
- 5.2 The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining finance from banks and financial institutions.

- 5.3 The reduction of capital of the Company will help to raise fresh capital on private placement basis or by any other mode.
- 5.4 This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- 5.5 Hence, the Board believes that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the Paid-up Equity Share Capital of the Company to write off its Accumulated Losses, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the Hon'ble NCLT and such other appropriate authority, as may be applicable.

6. ARTICLE IN THE ARTICLES OF ASSOCIATION

By virtue of Article 41 of Articles of Association, the Company is authorized to reduce its share capital in any manner by passing Special Resolution.

7. REDUCTION OF CAPITAL

- 7.1 As at 31.03.2026, the Company has accumulated losses amounting to Rs.3,62,51,345/- (Rupees Three Crores Sixty Two Lakhs Fifty One Thousand Three Hundred and Forty Five only), reflecting as debit balance in retained earnings under "Other Equity", in the audited financial statements of the Company.
- 7.2 As a consequence of the aforesaid accumulated losses, the net worth of the Company stands substantially eroded. The losses have arisen primarily on account of adverse market conditions and other business factors affecting the operations of the Company. The position of accumulated losses and net worth of the Company over the last five financial years is set out below:

(Amount in Rs.)

Year	Profits / (Losses)	Accumulated Losses	Net Worth
2021-22	8,88,604	(3,85,22,817)	34,94,383
2022-23	21,91,174	(3,63,31,643)	56,85,557
2023-24	23,80,000	(3,39,60,000)	80,57,200
2024-25	30,000	(3,39,20,000)	80,97,200
2025-26	(23,28,856)	(3,62,51,345)	57,65,855

- 7.3 Therefore, the Company proposes to reduce its paid up equity share capital to the extent of 86% constituting Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) comprising 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each, and utilize the same towards setting off the accumulated losses of the Company to that extent.
- 7.4 Accordingly, with effect from the effective date, the existing paid up equity share capital of the Company shall stand reduced from Rs.4,20,17,200/- (Rupees Four Crores Twenty Lakhs Seventeen Thousand and Two Hundred only) comprising 1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) fully paid up equity shares of Rs.04/- (Rupees Four only) each to Rs.58,82,408/- (Rupees Fifty Eight Lakhs Eighty Two Thousand Four Hundred and Eight only) comprising 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, by cancelling and extinguishing 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each, aggregating Rs.3,61,34,792/- (Rupees Three

Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) and utilising the same towards setting off the accumulated losses of the Company to that extent.

7.5 Accounting Treatment: Upon the Scheme becoming effective, an amount of Rs.3,61,34,792/- (Rupees Three Crores Sixty One Lakhs Thirty Four Thousand Seven Hundred and Ninety Two only) shall be reduced from the Paid Up Equity Share Capital Account of the Company and correspondingly an amount equivalent to the amount of reduction shall be added to the Reserves and Surplus Account (i.e. reduced from the accumulated losses) of the Company appearing on the liabilities side of the balance sheet of the Company.

7.6 Pro-rata Basis: Upon the Scheme becoming effective, 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) fully paid up equity shares of Rs.04/- (Rupees Four only) each shall be cancelled and extinguished on a proportionate basis in accordance with the shareholding of the equity shareholders of the Company whose names appear in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date. It is hereby clarified that such reduction shall be effected in a manner such that each equity shareholder shall hold equity shares in the same proportion as held prior to the reduction, subject to the provisions of this Scheme.

Example: For every 100 (One Hundred) fully paid-up equity shares of Rs.04/- (Rupees Four only) each held by a shareholder as on the Record Date, such shareholder shall, in lieu thereof, be entitled to hold 14 (Fourteen) fully paid-up equity shares of Rs.04/- (Rupees Four only) each, pursuant to this Scheme.

7.7 Upon the Scheme becoming effective, each equity shareholder of the Company whose name appears in the register of members maintained by the Company and/or its Registrar and Share Transfer Agent as on the Record Date shall be entitled to equity shares representing the reduced share capital, aggregating 14,70,602/- (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each, in proportion to their respective shareholding, subject to such adjustments as may be required on account of fractional entitlements arising pursuant to the implementation of this Scheme.

7.8 Cancellation of Shares: In respect of equity shares held in physical form, the existing share certificates shall, if so required by the Company, be surrendered by the shareholders for cancellation. Notwithstanding the foregoing, from the date of issuance of new share certificates by the Company, the existing share certificates shall be deemed to have been cancelled, extinguished and rendered invalid, without any further act or deed. The Company may, at its discretion, issue and dispatch new share certificates in lieu of the existing share certificates without requiring their prior surrender. In respect of equity shares held in dematerialized form, the reduction in shareholding shall be effected through the depositories by making appropriate adjustments in the accounts of the shareholders, in accordance with applicable procedures.

7.9 Fractional Shares/Entitlement: In the event any fractional entitlements arise pursuant to the implementation of this Scheme, the Company shall not issue fractional shares but shall aggregate all such fractional entitlements and consolidate them into whole equity shares. The aggregate number of equity shares so arising shall be allotted to a trustee nominated by the Board of Directors of the Company, who shall hold such shares in trust for the benefit of the shareholders entitled to such fractional entitlements. The trustee shall, within a period of 90 (ninety) days from the Record Date, sell the same in the market and distribute the net sale proceeds (after deduction of applicable taxes and expenses, if any) to the concerned shareholders in proportion to their respective fractional entitlements. Any unclaimed amounts shall be transferred to the Investor Education and Protection Fund within 120 (one hundred and twenty) days from the expiry of the period prescribed for payment, in accordance with applicable law, and the Company shall file the necessary reports with BSE confirming compliance with the aforesaid requirements.

- 7.10 The indicative pre and post reduction of the issued, subscribed and paid-up equity share capital of the Company shall be reflected in the books of account of the Company as on the Effective Date, in the manner set out below:

Particulars	Pre Reduction	Proposed Reduction	Post Reduction
Paid-up capital	Rs.4,20,17,200/-	Rs.3,61,34,792/-	Rs.58,82,408/-
No. of fully paid up equity shares of Rs.04/-	1,05,04,300	90,33,698	14,70,602

8. PRE AND POST SHAREHOLDING PATTERN

The reduction of share capital pursuant to this Scheme is being effected on a proportionate basis and, accordingly, shall not result in any change in the shareholding pattern of the Company.

Category	Particulars	Pre - Reduction		Post - Reduction	
		No. of Shares	% to total	No. of Shares	% to total
(A)	Promoters & Promoter Group	32,57,150	31.01%	4,56,001	31.01%
(B)	Public	72,47,150	68.99%	10,14,601	68.99%
	Total	1,05,04,300	100.00%	14,70,602	100.00%

9. CORPORATE ACTIONS AND OTHER PROVISIONS

- 9.1 The Company shall fix the Record Date within 90 days from the Effective Date.
- 9.2 Notwithstanding the reduction of share capital pursuant to this Scheme, the equity shares of the Company shall continue to be listed and admitted to trading on BSE, and there shall be no change in the listing or trading status. The Company shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.
- 9.3 Upon the Scheme becoming effective, the Company shall take all necessary steps and comply with all procedural requirements, including filing of requisite applications, confirmations and undertakings, as may be required by BSE and other regulatory authorities for the purpose of giving effect to this Scheme and for the continuation of listing and trading of its equity shares.
- 9.4 The implementation of this Scheme shall not result in any change in the management or control of the Company or in the shareholding of the promoters.
- 9.5 The Company does not have any partly paid-up shares, outstanding convertible instruments, warrants or debentures, and there are no securities pending for allotment as on the date of this Scheme.
- 9.6 The Company has not accepted any deposits under Sections 73 to 76 or any other applicable provisions of the Act and the rules made thereunder.
- 9.7 No investigations or proceedings are pending against the Company under the Act.
- 9.8 The proposed reduction of share capital does not involve any pay-out to shareholders and does not result in extinguishment, diminution or compromise of any liability or obligation of the

Company. The rights of creditors are not affected, and no creditor shall be prejudiced by the implementation of this Scheme.

- 9.9 This Scheme does not involve any transfer or vesting of any assets or liabilities of the Company.
- 9.10 This Scheme does not alter, vary or affect the payment of any statutory dues or any other liabilities or obligations of the Company, all of which shall continue to be discharged in the ordinary course of business.
- 9.11 The reduction of share capital pursuant to this Scheme shall not adversely affect the interests of the directors, key managerial personnel, employees, shareholders or creditors of the Company and is in the overall interest of the Company and its stakeholders.
- 9.12 This Scheme shall not adversely affect the ordinary operations of the Company or its ability to meet its obligations in the ordinary course of business.

10. APPLICATION / PETITION TO NCLT

The Company shall make the necessary application/petition under Section 66 and other applicable provisions, if any, of the Act, read with the Rules, to the Hon'ble NCLT for confirmation of the reduction of share capital of the Company in the manner set out in this Scheme. The Company shall take all such steps as may be necessary or expedient in connection with the said application/petition and obtaining such approvals, consents, confirmations or directions as may be required from the Hon'ble NCLT and/or any other statutory or regulatory authority.

11. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 11.1 The Company, acting through its Board, shall be entitled to make and/or consent to any modifications or amendments to this Scheme, or to any conditions or limitations that may be imposed by the Hon'ble NCLT, SEBI, BSE or any other statutory or regulatory authority, or which may otherwise be considered necessary, desirable or appropriate for the purpose of giving effect to this Scheme.
- 11.2 The Board shall be entitled to take all such steps and do all such acts, deeds, matters and things as may be necessary, desirable or expedient to resolve any doubts, difficulties or questions arising in connection with or for the implementation of this Scheme.
- 11.3 The Company through its Board shall be at liberty to withdraw this Scheme at any time prior to the Effective Date, if any condition or modification imposed by the Hon'ble NCLT or any other statutory or regulatory authority is not acceptable to the Company.

12. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to the following:

- 12.1 The Scheme being approved by the shareholders of the Company by way of a special resolution passed in accordance with Section 66 and other applicable provisions, if any, of the Companies Act, 2013;
- 12.2 The reduction of share capital of the Company as contemplated under this Scheme being confirmed by the Hon'ble NCLT under Section 66 of the Act and the rules made thereunder; and

12.3 The certified copy of the Order of the Hon'ble NCLT confirming the reduction of capital of the Company and the minute approved by the Tribunal being filed with the ROC, and the ROC issuing a certificate of registration thereof.

13. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event that any of the approvals, confirmations or filings required for giving effect to this Scheme are not obtained or completed, or are denied, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto or any rights and/or liabilities that may have arisen or accrued pursuant thereto, which shall be governed and preserved or worked out in accordance with this Scheme or as may otherwise arise in law.

14. SEVERABILITY

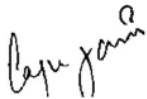
If any provision of this Scheme is held to be invalid, illegal or unenforceable by any court, tribunal or authority of competent jurisdiction, such provision shall be severed from the remainder of this Scheme and the remaining provisions shall continue to be valid and operative. The Board shall be entitled to make such modifications to this Scheme, including deletion of any such invalid or unworkable provision, as may be necessary to give effect to this Scheme, subject to the approval of the NCLT or any other competent authority, where required. Notwithstanding the above, if such modification is not feasible or would materially alter the Scheme, the Company shall be entitled to withdraw this Scheme in accordance with the provisions of this Scheme.

15. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act, is as follows:

The Capital of M/s. Virgo Global Limited is henceforth Rs.58,82,408/- (Rupees Fifty Eight Lakhs Eighty Two Thousand Four Hundred and Eight only) comprising 14,70,602 (Fourteen Lakhs Seventy Thousand Six Hundred and Two) fully paid up equity shares of Rs.04/- (Rupees Four only) each reduced from Rs.4,20,17,200/- (Rupees Four Crores Twenty Lakhs Seventeen Thousand and Two Hundred only) comprising 1,05,04,300 (One Crore Five Lakhs Four Thousand and Three Hundred) fully paid up equity shares of Rs.04/- (Rupees Four only) each. At the date of registration of this minute 14,70,602 (Fourteen Lakhs Seventy Thousand Six Hundred and Two) equity shares of Rs.04/- (Rupees Four only) each have been issued and are deemed to be fully paid up and the remaining 90,33,698 (Ninety Lakhs Thirty Three Thousand Six Hundred and Ninety Eight) shares are unissued”.

For Virgo Global Limited



Rajesh Gandhi
Executive Director
DIN: 02120813



Date: 18.04.2026
Place: Hyderabad