



JAYANT INFRA TECH LTD.

(Formerly Known as M/s Jayant Infratech Pvt Ltd)

"Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001 India, Tel : 07752-315916

Mobile: +91-7773015688, E-mail : jiplbsp@gmail.com/info@jayantinfra.com

Date: August 26, 2023

To,

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Subject : Notice of the 20th Annual General Meeting of the Company.

Ref : Jayant Infratech Limited (Scrip Code/ISIN: 543544/INE0KR801019)

Dear Sir/Madam,

Please find enclosed herewith Notice of 20th Annual General Meeting of the Members of the company for the Financial Year 2022-23 scheduled to be held on Monday, **25th August, 2023** at 04:00 p.m. at "Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 492001.

Please take the same on your record and oblige.

Thanking You.

Yours faithfully,

For, Jayant Infratech Limited

Nilesh Jobanputra

Managing Director

DIN: 00188698

Place: Bilaspur

Mumbai Branch Office

M/s Jayant Infratech Limited, 2nd Floor, Amrut Niwas, Above Maruti Suzuki Service Center, Santoshi Mata, Road, Near Sai Baba Mandir, Ramdaswadi, Kalyan West, Maharashtra - 421301

GSTIN : 27AAICS4492B1ZA

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE JAYANT INFRATECH LIMITED ("THE COMPANY") WILL BE HELD AT "MANGAL SMRITI", BAJPAI GROUND, TILAK NAGAR, BILASPUR (C.G.) 495001 ON MONDAY, THE 25TH OF SEPTEMBER 2023 AT 4:00 PM TO TRANSACT WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

ITEM NO.1: To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on March 31, 2023, together with and Reports of Board of Directors along with its Annexure and Auditors Report and to consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Standalone Financial Statements including Balance Sheet, Statement of Profit & Loss and cash flow statement of the Company, for the year ended March 31, 2023, and the Reports of the Directors and Auditors thereon be and are hereby approved and adopted."

ITEM NO.2: To re-appoint Mrs. DAKSHA JOBANPUTRA (DIN: 00190145), Director, who retires by rotation and being eligible, offers himself for re-appointment; and to consider and if thought fit to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Mrs. DAKSHA JOBANPUTRA (DIN: 00190145), the retiring Director of the company, be and is hereby re-appointed as the Director of the company."

SPECIAL BUSINESS:

ITEM NO.3: To approve increase in Authorised Share Capital of the company and make consequent alteration in Clause 5 of the Memorandum of Association and to consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the present Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore twenty lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and that existing Clause 5 of the Memorandum of Association of the Company be replaced with following new Clause 5:

“5. The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore twenty lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

ITEM NO.4: To regularize Ms. Pragya Soni as an Independent Director of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Pragya Soni(DIN:10289228)**, who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors w.e.f. August 25, 2023, be and is hereby appointed as an Independent Director, to hold office for a term of five consecutive years from the original date of appointment i.e., August 25, 2023 up to August 24, 2028.

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

Item No.5: To Approve and Increase in The Limit of Managerial Remuneration Payable to Managing Director in Excess of 5% of the Net Profits of The Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with Schedule V of the Act and the Rules made thereunder, including any amendment{s}, modification(s) or re-enactment{s} thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company, be and is hereby accorded for payment of remuneration to Mr. Nilesh Jobanputra (DIN: 00188698), who was appointed as Managing Director of the Company at the Extra-ordinary General Meeting held on, January 25, 2022, in excess of prescribed limit of 5% of the net profits of the Company 'computed in accordance

with Section 198 of the Act, in any financial year(s) during his tenure as the Managing Director of the Company.

FURTHER RESOLVED THAT the overall managerial remuneration payable to Nilesh Jobanputra (DIN: 00188698), shall be such amount as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee & Audit Committee but not exceeding Rs. 20.40 Lakhs per annum at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied / altered / revised within said overall limit, in such manner as may be required during aforesaid period.

FURTHER RESOLVED THAT where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

Item No.6: To approve and extend the limit of related party transactions with any related party within the meaning of Section 2(76) of the act and Regulation 2(1ZB) of the SEBI (LODR) or KMP or relatives of KMP or enterprise where control exists of KMP or relatives of KMP up to a maximum value of Rs. 35 crores and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with any related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 35.00 Crores (Rupees Thirty Five Crores) for the financial year 2023-24 provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD OF DIRECTORS,
For, Jayant Infratech Limited

Sd/-

Nilesh Jobanputra
(Managing Director)
DIN: 00188698
Place: Bilaspur
Date: 25/08/2023

A large, stylized signature in red and blue ink, appearing to be a combination of the letters 'N' and 'J'.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

3. The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped, and signed, not less than 48 hours before the commencement of the Meeting.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.

8. The Explanatory Statement pursuant to Section 102 of the Act, accompanying Notice is annexed hereto.

9. The Relevant details of the Director seeking re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards-2 on General Meetings issued by The Institute of Company Secretaries of India, is provided in **Annexure A**.

10. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

11. All the documents referred to in the Notice are annexed thereto including the Annual Report for the financial year 2022-23 and Notice of the Annual General Meeting are open for inspection by the Members, without any fees, at the Corporate Office at "Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001 of the Company between 11.00 A.M. to 03.00 P.M. on all working days except Sunday up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai- 400059, Maharashtra, India for:

- a) intimating any change in their address and/or bank mandate;
- b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
- c) nominating any person to whom the shares shall vest in the event of death;
- d) updating/registering their e-mail address for correspondence; and
- e) Any other queries with respect to shares held by them.

12. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

13. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

14. The Board of Director vide resolution dated August 25, 2023, has appointed M/s Rohtash Agrawal & Co., Practicing Company Secretaries, Raipur as scrutinizer for the Annual General Meeting of the Company.

15. Electronic Copy of the Annual Report for the financial year 2022-23 and Notice of the 20th Annual General Meeting, inter- alia, indicating the process and manner of E-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e., info@jayantinfra.com. and on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The members may also send their requests for e-Copies of Annual Report to the Company's email Id cs@jayantinfra.com.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository

Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

17. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e., Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e., Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:

BIGSHARE SERVICES PVT. LTD.

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093

19. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

20. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client ID Number.

BY ORDER OF THE BOARD OF DIRECTORS,

For, Jayant Infratech Limited

Sd/-

Nilesh Jobanputra
(Managing Director)

DIN: 00188698

Place: Bilaspur

Date: 25/08/2023

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **21.09.2023 at 10:00 PM** and ends on **24.09.2023 at 05:00 PM** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **16.09.2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare 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.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.
1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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 e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> |

| | |
|--|---|
| | <p>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.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <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.</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 |
|--|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.</p> |
| <p>Individual Shareholders holding securities in Demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter your ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on your register email id.
- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note: If you have not received any user id or password, please email from your registered email id, or contact i-vote helpdesk team. (Email id and contact number are mentioned in the helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**INFAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive a confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once a vote on a resolution is casted, it cannot be changed subsequently.

- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. **Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

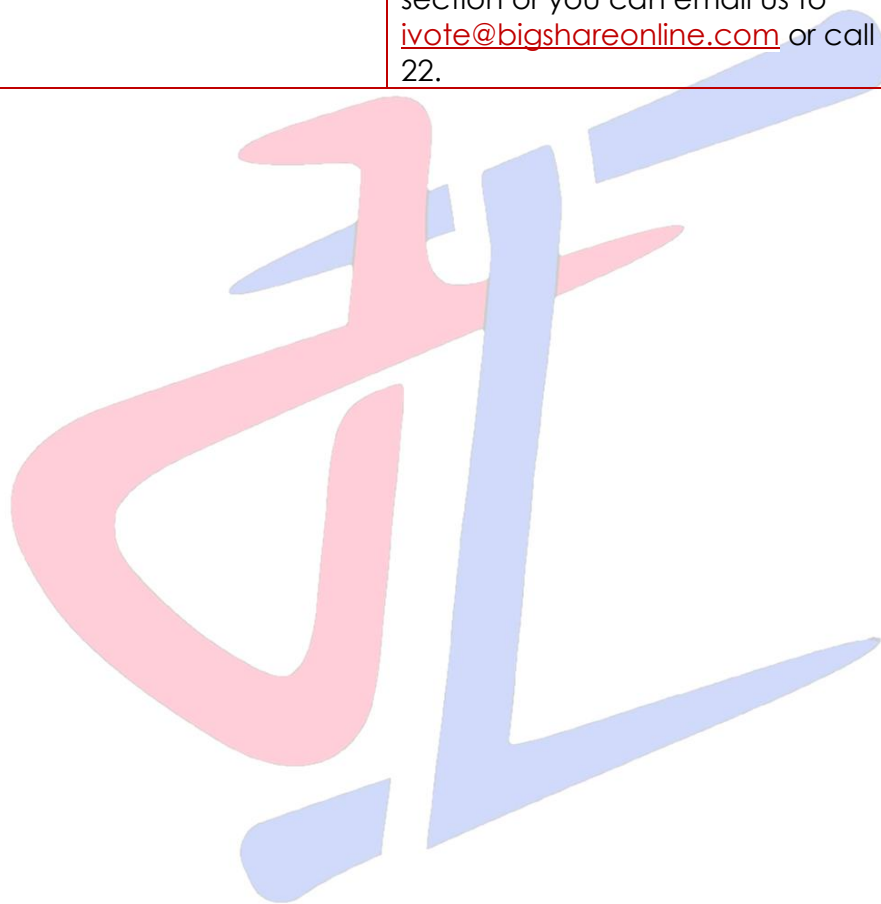
- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- **Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped, and you can check the file status on display.

Investor vote File Upload:

- To cast your vote, select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|---|--|
| Shareholder 's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. |



ANNEXURE-A

DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

| PARTICULARS | DETAILS |
|--|--|
| Name | : Ms. Daksha Jobanputra |
| Current Position | : Executive Director |
| DIN | : 00190145 |
| Age | : 75 Years |
| Qualification | : N.A. |
| Experience | : 16+ years |
| Expertise in Specific functional areas | : A dynamic leader who has more than 15+years of experience in the business of Implementation of Strategic objectives, administration, she is responsible for managing human resources at our office and she has been visiting our Godown and taking care of the same. she always delivers value to the customers and endeavor in fulfilling exceeding their expectations. |
| Date of first Appointment: | : Appointed as Executive Director w.e.f. January 15, 2022. |
| Terms and Conditions of Appointment: | : Liable to retire by rotation |
| Number of Board Meetings attended during the year. | : 11 |
| Shareholding in the Company | : 508722 Shares |
| Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company | : Mother- Mr. Nilesh Jobanputra |
| Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board. | : NIL |
| Name of listed entities from which the person has resigned in the past three years. | : NIL |
| Memberships/Chairmanship | : Stakeholders' Relationship Committee-Member |

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT

The relevant details of directors who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

| PARTICULARS | DETAILS |
|--|---|
| Name | : Ms. Pragya Soni |
| Current Position | : Independent Director (Additional Director) |
| DIN | : 10289228 |
| Age | : 27 Years |
| Qualification | : M. Tech in Structural Engineering, |
| Expertise in Specific functional areas | : Ms. Pragya Soni is a qualified civil engineer with an M. Tech in Structural Engineering, a B.E. in Civil Engineering, and a diploma in Polytechnic. She has valuable experience in design scrutiny and structural design from her time at the Central Mine Planning and Design Institute. Additionally, since 2017, she has been an adept educator, specializing in Transportation, Geotechnical, and Environmental Engineering, Surveying. |
| Date of first Appointment: | : Appointed as Additional Independent Director w.e.f. August 25, 2023. |
| Terms and Conditions of Appointment: | : Not Liable to retire by rotation |
| Number of Board Meetings attended during the year. | : - |
| Shareholding in the Company | : NA |
| Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company | : Ms. Pragya Soni is not related to any existing directors of the Company. |
| Names of the other listed entities in which the person also holds the directorship and the membership of Committees of the board. | : NA |
| Name of listed entities from which the person has resigned in the past three years. | : NA |
| In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements | : The role and capabilities required in the case of an independent director are well defined in the Policy on Independent Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The NRC has evaluated the profile of Ms. Pragya Soni and concluded that Ms. Pragya Soni possess the relevant skill and capabilities to discharge the role of Independent Directors. |

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****FOR ITEM NO.- 3****TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND MAKE CONSEQUENT ALTERATION IN CLAUSE 5 OF THE MEMORANDUM OF ASSOCIATION – ORDINARY RESOLUTION**

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from the present Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crore twenty lakhs Only) each Equity Shares of Rs. 10/- (Rupees Ten Only), ranking *pari-passu* in all respect with existing equity shares of the company.

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause 5) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.jayantinfra.com for Members' Inspection.

Therefore, the Board recommends the Item No. 3 hereof for approval of the shareholders as Ordinary Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

FOR ITEM NO.- 4**To appoint Ms. Pragya Soni as an Independent Director of the Company.:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("NRC") approved appointment of Ms. Pragya Soni (DIN:10289228), as Additional Directors (in the capacity of Independent Directors) of the Company, who shall hold office as such till this Annual General Meeting ("AGM"). Further, Board of Directors has recommended the appointment of Ms. Pragya Soni (DIN:10289228), as Independent Director for a term of five consecutive years i.e., up to August 24, 2028, for approval of the Members of the Company.

The Company follows a robust process for Board appointments and succession, which is a hallmark of a forward-thinking, future-ready and progressive board. The Board deliberates on various factors including current tenure of board members, anticipated vacancies in key board positions, skill matrix including skill-gaps, diversity, time-commitment, and statutory requirements etc. The appointment of Ms. Pragya Soni has been made by the Board to address the long-term requirement of the Company and to ensure smooth transition in key board positions. In the opinion of the Board, Ms. Pragya Soni fulfils the conditions specified in the Companies Act, 2013 (the "Act"), rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") for appointment as Independent Directors of the Company.

Brief profiles of Ms. Pragya Soni is as follows:

Ms. Pragya Soni is a qualified civil engineer with an M.Tech in Structural Engineering, a B.E. in Civil Engineering, and diploma in Polytechnic. She has valuable experience in design scrutiny and structural design from her time at the Central Mine Planning and Design Institute. Additionally, since 2017, she has been an adept educator, specializing in Transportation, Geotechnical, and Environmental Engineering, Surveying. With her strong academic background, diverse expertise, and passion for teaching, Ms. Soni is an ideal candidate for the role of Independent Director, bringing valuable insights and commitment to excellence.

Ms. Pragya Soni has confirmed her eligibility for appointment as an Independent Director of the Company under Section 164 of the Act and has given her consent to act as an Independent Director. The Company has also received a declaration from her confirming that she meets the criteria of independence as provided in Section 149(6) of the Act, rules made thereunder, and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has further confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated to impair or impact her ability to discharge the duties as an Independent Director without any external influence. Additionally, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In terms of Section 149, 150 and 152 read with Schedule IV and any other applicable provisions, if any of the Act and rules made thereunder and the Listing Regulations, it is proposed that Ms. Pragya Soni be appointed as Independent Director for a term of five consecutive years from the original date of their appointment i.e., August 25, 2023, up to August 24, 2028.

The requisite details and information pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are enclosed hereto.

The Board of the Directors firmly believes that Ms. Pragya Soni will bring immense value on account of her stature, professional competence, and diversified experience, and accordingly, recommends, her appointment, as Independent Director of the Company for a term of five consecutive years i.e., up to August 24, 2028. The remuneration payable to Ms. Pragya Soni shall be governed by the Nomination and Remuneration policy of the Company.

Ms. Pragma Soni is interested in the resolution set out in item no. 4. Further, his relatives are also deemed to be interested in the respective resolutions, to the extent of their shareholding in the Company, if any. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at item no.4 of the Notice for approval of the Members.

FOR ITEM NO.- 5

To Approve and Increase in The Limit of Managerial Remuneration Payable to Managing Director in Excess of 5% of the Net Profits of The Company:

The Company appointed Mr. Nilesh Jobanputra (DIN:00188698) as Managing Director of the Company for a period of five years from January 25, 2022, to January 24, 2027.

Reference to the provision of Section 197, 198 of the Companies act, 2013, read with schedule V to the companies act 2013 along with the Ministry of Corporate Affairs (MCA) through its notification dated 12 September 2018 notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at vide their Meeting held on August 25, 2023, has approved payment of remuneration to Mr. Nilesh Jobanputra , in excess of prescribed limit under Section 197 and other applicable provisions of the act, subject to the approval of the members at this 20th AGM provides for payment of managerial remuneration by Companies, requires members approval for payment of managerial remuneration to the managerial person in excess of prescribed limit of 5% of the net profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his remaining tenure as the Managing Director of the Company; by way of special resolution.

Hence the Board recommends the resolution for member approval by way of special resolution, provided that such variation or increase in remuneration may be beyond the specified limit as specified under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

Keeping in view of the increased responsibilities and challenges involved, it is proposed to pay the managerial remuneration up to Rs. 20.40 Lakh during his tenure as the Managing Director, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Mr. Nilesh Jobanputra (00188698), aged 53 years, has been designated as Managing Director and Chief Financial Officer of our Company. He was appointed on the Board of our Company w.e.f. July 07, 2003. He is the driving force behind Jayant, having overall experience of more than two decades in the field of finance, investment and business development. His functional responsibility in our Company involves handling the overall business affairs including devising investment strategies and overall development of the business.

Accordingly, the Board recommends the resolution set forth in Item No.5 relating to approve and increase in the limit of managerial remuneration payable to Mr. Nilesh Jobanputra, Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution. In compliance with the general circular number 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Except Mr. Nilesh Jobanputra, & Mrs. Daksha Jobanputra, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way concerned or interested, financially or otherwise, in this resolution.

FOR ITEM NO.- 6

To Approve and extend the limit of Related Party Transactions with any Related Party within the meaning of Section 2(76) of the act and regulation 2(1ZB) of the SEBI (LODR) or KMP or relatives of KMP or enterprise where control exists of KMP or relatives of KMP up to a maximum value of Rs. 35 Crores.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution and all related parties shall abstain from voting on such resolution.

"Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

The annual consolidated turnover of the Company for the financial year 2022-23 is Rs. 4,248.39 Lakhs. Accordingly, any transaction(s) by the Company with its related party exceeding Rs. 424.83 Lakhs (10% of the Company's Annual Consolidated Turnover) shall be considered as material transaction and hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements / transactions / contracts which may be entered into by the Company with its related parties from time to time:

| Name of Related Party | Nature of Relationship | Nature of Transaction | Amount (INR in Lakhs)* |
|---|--|--------------------------|------------------------|
| DAKSHA JOBANPUTRA | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Leasing of Property | 10.00 |
| NILESH JOBANPUTRA | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Leasing of Property | 10.00 |
| PRAJAI INFRATECH | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Purchase/Sale of Goods | 1500.00 |
| JAYANT INFRAPROJECTS | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Purchase/Sale of Goods | 1500.00 |
| KARIA INFRATECH | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Purchase/Sale of Goods | 1500.00 |
| J.N. Marketing | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Loan (ADVANCE GIVEN) | 25.00 |
| Tricolor technologies | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Loan (ADVANCE GIVEN) | 250.00 |
| Daksha Jobanputra | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Loan(Co. has taken Loan) | 5.00 |
| Rishi Jashwantrai Karia | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Loan(Co. has taken Loan) | 20.00 |
| Jayant Infraprojects | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Advance Taken | 500.00 |
| Tricolor Technologies | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Advance Taken | 5.00 |
| Tricolor Technomech | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Advance Taken | 500.00 |
| Shri raj Manufacturing & Projects Pvt. Ltd. | Related party as per Companies Act, 2013, Accounting Standards and Listing Regulations | Advance Taken | 10.00 |

*The ceiling on the amounts of the transactions specified as above would mean the transactions entered into and the remaining outstanding at any point of time.

The aforesaid Related Party Transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the SEBI (LODR) Regulations and accordingly the approval of the Shareholders is sought by way of Ordinary Resolution.

The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on May 08, 2023, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis. With respect to the above matter, the Members are requested to note following disclosures of Interest:

| Name of the Related Party | Nature of Concern or Interest |
|--|--|
| DAKSHA JOBANPUTRA | Mrs. Daksha Jobanputra is Executive Director of the Company |
| NILESH JOBANPUTRA | Mr. Nilesh Jobanputra is the Promoter, Managing Director and CFO of the Company |
| Rishi Jashwantraï Karia | Mr. Rishi Jashwantraï Karia is Non-Executive Director of the Company |
| PRAJAI INFRATECH | Mr. Jai Jobanputra, relative (Son) of Managing Director is Partner in M/s Prajai Infratech |
| JAYANT INFRAPROJECTS | Associate Firm |
| KARIA INFRATECH | Mr. Rishi Jaswantraï Karia, Non- Executive Director is Proprietor of M/s Karia Infratech |
| TRICOLOR TECHNOLOGIES | Mr. Nilesh Jobanputra, Managing Director & CFO is Partner in M/s Tricolor Technologies |
| TRICOLOR TECHNOMECH | Association of Person Between Tricolor technologies and New Modern |
| SHRI RAJ MANUFACTURING & PROJECTS PVT.LTD. | Mr. Nilesh Jobanputra, Managing Director & CFO and Mrs. Jasmine Jobanputra, relative (Wife) of Managing Directo are directors in M/s Shri Raj Manufacturing & Projects Pvt. Ltd. |

Further, in terms of applicable SEBI Circulars the members are requested to take note of the following:

| Sr. No. | Particulars | Details |
|----------------|--|---|
| a. | A summary of the information provided by the management to the Audit Committee | The details of the proposed transactions including the nature, terms, value percentage of the Company's annual consolidated turnover, tenure and proposed limits etc. were placed to the Audit Committee at its meeting held on May 08, 2023. |

ATTENDANCE SLIP**ANNUAL GENERAL MEETING**

| | |
|---|---|
| DP ID/ Folio No. | : |
| Client ID | : |
| No. of shares(s) held | : |
| Name & Address of Registered shareholder | : |

I certify that I am a registered shareholder / proxy for the registered shareholder of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company convened on Monday, September 25, 2023, at 04:00 PM at the Registered Office of the Company at Mangal Smriti, Bajpai Ground, Tilak Nagar, Bilaspur, Chhattisgarh – 495001, India.

.....
Member's / Proxy's Name and Signature

Note: Please complete this and hand it over at the entrance of the hall.

-----TEAR HERE-----

Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U35202CT2003PLC015940
Name of the Company : JAYANT INFRATECH LIMITED
Registered office : Mangal Smriti, Bajpai Ground, Tilak Nagar, Bilaspur, Chhattisgarh – 495001, India.

| | |
|------------------------------|---|
| Name of the member(s) | : |
| Registered address | : |
| Email ID | : |
| Folio No./Client Id | : |
| DP ID | : |

I/We, being the members of shares of the above-named company, hereby appoint:

1. Name :
Address :
Email ID :
Signature : , or failing him

2. Name :
Address :
Email ID :
Signature : , or failing him

3. Name :
Address :
Email ID :
Signature : , or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the 20th Annual General Meeting of the Company to be held on Monday, September 25, 2023 at 04:00 PM at the Registered Office of the Company at Mangal Smriti, Bajpai Ground, Tilak Nagar, Bilaspur, Chhattisgarh – 495001, India and at any adjournment thereof in respect of such resolutions as are indicated below:

| S.No. | Resolution(S) | (FOR) I / We assent to the Resolution | (AGAINST) I / We dissent to the Resolution |
|---------------------------|---|---------------------------------------|--|
| Ordinary Business: | | | |
| 1. | To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on 31 st March 2023 together with and Reports of Board of Directors along with its Annexure and Auditors Report thereon. | | |
| 2. | To re-appoint Mrs. Daksha Jobanputra (DIN: 00190145), Director, who retires by rotation and being eligible, offers himself for re-appointment. | | |
| Special Business: | | | |
| 3. | To approve increase in Authorised Share Capital of the company and make consequent alteration in Clause 5 of the Memorandum of Association. | | |
| 4. | Regularization of Ms. Pragya Soni (DIN:10289228), as an Independent Director of the Company. | | |
| 5. | To Approve and Increase in The Limit of Managerial Remuneration Payable to Managing Director in Excess of 5% of the Net Profits of The Company | | |
| 6. | To Approve and extend the limit of Related Party Transactions with any Related Party within the meaning of Section 2(76) of the act and regulation 2(1ZB) of the SEBI (LODR) or KMP or relatives of KMP or enterprise where control exists of KMP or relatives of KMP up to a maximum value of Rs. 35 Crores. | | |

*Applicable for investors holding shares in electronic form

Signed this.....day of2023.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes to Proxy Form:

1. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY- EIGHT HOURS before the commencement of the Meeting. Proxies may be accepted at a shorter period, being not less than twenty-four hours before the commencement of the Meeting, if the Articles so provide.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. This form of proxy confers authority to demand or join in demanding a poll.
5. The submission n by a member of this form of proxy will not preclude such member from attending in personal voting at the Meeting.
6. ****This is optional. Please put a tick mark (√) in the appropriate column against the Resolutions indicated in the Box. If a member leaves the 'For' or 'Against' column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular Resolution, he/she should write "Abstain" across the boxes against the Resolution.**
7. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns 'For' or 'Against' as appropriate.
8. An instrument of Proxy duly filled, stamped, and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
9. An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
10. The Proxy holder should prove his identity at the time of attending the meeting.
11. An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
12. A proxy form which does not state the name of the Proxy should not be considered valid.
13. If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
14. If a company receives multiple Proxies for the same holdings of a member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
15. If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
16. A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
17. A Proxy is valid until written notice of revocation has been received by the company before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who signed the Proxy.

18. Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
19. Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.



Form No. MGT – 12
POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

| Sr. No. | Particulars | Details |
|--|--|---------|
| 1. | Name and Registered Address of the Sole / First named Shareholders | |
| 2. | Name(s) of the Joint Holder(s), (if any) | |
| 3. | Registered Folio Number / DP ID No.* *(Applicable to Investors holding shares in dematerialized Form) | |
| 4. | Number of Share(s) held | |
| I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated 25th August, 2023 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid). | | |

| S. No. | Resolution(S) | Type of Resolution | No. of Shares | (FOR) I / We assent to the Resolution | (AGAINST) I / We dissent to the Resolution |
|--------|---|--------------------|---------------|---------------------------------------|--|
| 1. | To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on 31st March 2023 together with and Reports of Board of Directors along with its Annexure and Auditors Report thereon. | Ordinary | | | |
| 2. | To re-appoint Mrs. Daksha Jobanputra (DIN: 00190145) Director, who retires by rotation and being eligible, offers himself for re-appointment | Ordinary | | | |
| 3. | To approve increase in Authorised Share Capital of the company and make consequent alteration in Clause 5 of the Memorandum of Association.: | Ordinary | | | |
| 4. | To appoint Ms. Pragya Soni (DIN:10289228), as an Independent Director of the Company | Special | | | |

| | | | | | |
|----|---|----------|--|--|--|
| 5. | To Approve and Increase in The Limit of Managerial Remuneration Payable to Managing Director in Excess of 5% of the Net Profits of The Company | Special | | | |
| 6. | To Approve and extend the limit of Related Party Transactions with any Related Party within the meaning of Section 2(76) of the act and regulation 2(1ZB) of the SEBI (LODR) or KMP or relatives of KMP or enterprise where control exists of KMP or relatives of KMP up to a maximum value of Rs. 35 Crores. | Ordinary | | | |

Place:**Date:****(Signature of shareholder)**