

# JYOTHI INFRAVENTURES LIMITED

CIN: L45203TG1995PLC019867

Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084

Email Id: [cs@jyothiinfra.com](mailto:cs@jyothiinfra.com)

Ph-No: +91 8639410322

Website: [www.jyothiinfra.com](http://www.jyothiinfra.com)

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Date: 20.08.2024

To

BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai-400001

Dear Sir/ Madam,

**Unit: Jyothi Infraventures Limited (Scrip Code: 531537)**

**Sub: Submission of Notice of 1st Extra Ordinary General Meeting for the Financial Year 2024-25 under Regulation 34 of SEBI (LODR) Regulation 2015**

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In Compliance with Regulation 30 of SEBI (LODR) Regulations 2015, we are herewith submitting the Notice of 1st Extra Ordinary General Meeting for the Financial Year 2024-25 of the Company, which is dispatched to our shareholders on 20.08.2024. The Extra-Ordinary General Meeting of the company is scheduled to be held on Wednesday, 11th September, 2024 At 11 AM At Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor, HSR Summit, Banjara Hills Road No 10, Hyderabad - 500034.

This is for the information and records of the Exchange, please.

Thanking You.

**Yours sincerely,  
For Jyothi Infraventures Limited**

**Jhansi Sanivarapu  
Whole-time director & CFO  
(DIN: 03271569)**

Encl: As above

**JYOTHI INFRAVENTURES LIMITED**

**NOTICE**

**OF THE**

**01<sup>ST</sup> EXTRA ORDINARY GENERAL MEETING**

**FOR THE FINANCIAL YEAR 2024-2025**

**CIN: L45203TG1995PLC019867 | email id: cs@jyothiinfra.com | website: www.jyothiinfra.com**  
**Registered Address: No: 704, D Block, Tower A, Aparna Heights, Kondapur Main Road, Laxmi**  
**Nagar, Kondapur, Hyderabad, Telangana, 500084.**

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS THAT THE 01ST EXTRA ORDINARY GENERAL MEETING (EOGM) FOR THE FINANCIAL YEAR 2024-2025 OF THE MEMBERS OF JYOTHI INFRAVENTURES LIMITED WILL BE HELD ON WEDNESDAY, 11<sup>TH</sup> SEPTEMBER, 2024 AT 11 AM AT PLOT NO 8-2-603/23/3 & 8-2-603/23 15 2<sup>ND</sup> FLOOR, HSR SUMMIT, BANJARA HILLS ROAD NO 10, HYDERABAD - 500034 TO TRANSACT THE FOLLOWING BUSINESS: -

**SPECIAL BUSINESS:**

**ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 61, 64 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 6,25,00,000/- (Rupees Six Crores and Twenty-Five Lakhs) divided into 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Equity Shares Rs. 10/- (Rupees Ten only) each to Rs. 22,10,00,000/- (Rupees Twenty-Two Crores and Ten Lakhs Only) divided into 2,21,00,000 (Two Crores and Twenty-One Lakhs) Equity Shares Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby accorded to alteration of Clause V of the Memorandum of Association of the Company by substituting the following new Clause V as under:

*V. The Authorized Share Capital of the Company is Rs. 22,10,00,000/- (Rupees Twenty-Two Crores and Ten Lakh Only) divided into 2,21,00,000 (Two Crores and Twenty-One Lakhs) Equity Shares Rs. 10/- (Rupees Ten only).”*

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and digitally sign and uploading of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**ITEM NUMBER 2:**

**TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH:**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.**

**“RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreement entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 1,31,46,949 (One crore thirty-one lakh forty-six thousand and nine hundred forty-nine) Equity Shares of Rs. 10/- (Rupees Ten only) at a price of Rs. 10/- (Rupees Ten Only) per Equity Share (at par) on a preferential basis (“Preferential Allotment Price”), aggregating to not exceeding Rs. 13,14,69,490/- (Rupees Thirteen crore, fourteen lakh, sixty-nine thousand, four hundred ninety Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below table) towards payment of the total consideration payable for the acquisition of 76,939 Equity Shares representing 100% shareholding of the Mizzen Digital Private Limited (“MDPL” or “Target Company”) on a preferential basis (“Preferential Allotment”), who are not a Promoter and who does not belong to the Promoter Group of the Company, pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws and the aforesaid 1,31,46,949 fully paid-up Equity Shares shall be issued and allotted to the Proposed Allottees, on a proportionate basis in proportion to the shareholding held by them in MDPL.

#### Details of Proposed Allottees

| Sr. No | Name of the Proposed Allottees | No of Equity Shares Proposed to be Swapped in MDPL | No of Equity Shares of the Company to be Issued and Allotted swapping | Current Status / Category | Proposed Status / Category |
|--------|--------------------------------|--|---|---------------------------|----------------------------|
| 1.     | Sandeep Dsilva                 | 38,959   | 66,57,119   | Non-Promoter              | Promoter                   |
| 2.     | Anil Anand Khot                | 15,029   | 25,68,080   | Non-Promoter              | Promoter                   |
| 3.     | Nimesh Sahadeo Singh           | 10,298   | 17,59,670   | Non-Promoter              | Promoter                   |
| 4.     | Chetan Mehrotra                | 6,443  | 11,00,947   | Non-Promoter              | Promoter                   |
| 5.     | Rajiv Jaisukhlal Vaghani       | 4,283  | 7,31,857  | Non-Promoter              | Promoter                   |
| 6.     | Hiren Kishore Deshpande        | 1,927  | 3,29,276  | Non-Promoter              | Promoter                   |
| Total  |                                | 76,939   | 1,31,46,949   |                           |                            |

**“RESOLVED FURTHER THAT** the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be

subject to the provisions of the Memorandum of Association and Articles of Association of the Company”.

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday 12th August 2024** i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.”

**“RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case may be.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

**“RESOLVED FURTHER THAT** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-

principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**ITEM NUMBER 3:**

**TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTORS FOR CASH.**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.**

**“RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 65,00,168 (Sixty-five lakh, one hundred sixty-eight) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for

cash at a price of Rs. 52/- (Rupees Fifty-Two Only) per Equity Share (including a premium of Rs. 42/- Rupees Forty-Two Only) ("Preferential Allotment Price"), aggregating to Rs. 33,80,08,736/- (Rupees Thirty-three crore, eighty lakh, eight thousand, seven hundred thirty-six Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price") on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of applicable law as may be prevailing at the time.

#### Details of Proposed Allottees

| Sr. No | Name of the Proposed Allottees  | No of Equity Shares to be allotted | Current Status/ Category | Proposed Status/ Category |
|--------|---|------------------------------------|--------------------------|---------------------------|
| 1.     | Roopal Hitesh Kawa  | 4,50,000                           | Non-Promoter             | Non-Promoter              |
| 2.     | Jitendra Rasiklal Sanghavi  | 4,00,000                           | Non-Promoter             | Non-Promoter              |
| 3.     | Vinay Rajendrakumar Nagda   | 4,00,000                           | Non-Promoter             | Non-Promoter              |
| 4.     | Sadashiv Kanyana Shetty   | 4,00,000                           | Non-Promoter             | Non-Promoter              |
| 5.     | Sanivarapu Navya Reddy  | 3,90,000                           | Non-Promoter             | Non-Promoter              |
| 6.     | Gjnx Venture<br>Gunavanth Kumar Rekha,<br>Jt. Holder: Gunavanth Kumar Neha                    | 2,25,000                           | Non-Promoter             | Non-Promoter              |
| 7.     | Red Soil Partners Llp<br>Sarveswar Reddy Sanivarapu<br>Jt. Holder: Gudapu Reddy Sreedar Reddy | 2,00,000                           | Non-Promoter             | Non-Promoter              |
| 8.     | Alpesh Gunvantrai Shah  | 1,80,000                           | Non-Promoter             | Non-Promoter              |
| 9.     | Jalpa Alpeshkumar Shah  | 1,80,000                           | Non-Promoter             | Non-Promoter              |
| 10.    | Hiren Paramananddas Shah  | 1,80,000                           | Non-Promoter             | Non-Promoter              |
| 11.    | Tejal Hiren Shah  | 1,78,368                           | Non-Promoter             | Non-Promoter              |
| 12.    | Dipen Prakash Mehta   | 1,54,000                           | Non-Promoter             | Non-Promoter              |
| 13.    | Jaikaran Jaspalsingh Chandock   | 1,50,000                           | Non-Promoter             | Non-Promoter              |
| 14.    | Trimaan Jaspal Singh Chandock   | 1,50,000                           | Non-Promoter             | Non-Promoter              |
| 15.    | Jaya Prem Rajdev  | 1,50,000                           | Non-Promoter             | Non-Promoter              |
| 16.    | Shah Keyur Sureshbhai   | 1,20,000                           | Non-Promoter             | Non-Promoter              |
| 17.    | Sapana Devang Shah  | 1,00,000                           | Non-Promoter             | Non-Promoter              |
| 18.    | Bhavik Sureshkumar Shah (HUF)   | 1,00,000                           | Non-Promoter             | Non-Promoter              |
| 19.    | Bhairavi Mehul Kanani   | 1,00,000                           | Non-Promoter             | Non-Promoter              |
| 20.    | Pooja Ankit Gala  | 1,00,000                           | Non-Promoter             | Non-Promoter              |
| 21.    | Apurv Narendrabhai Panchamai  | 1,00,000                           | Non-Promoter             | Non-Promoter              |
| 22.    | Sripal H Chajer   | 96,200                             | Non-Promoter             | Non-Promoter              |
| 23.    | Brijesh Jitendra Parekh   | 75,000                             | Non-Promoter             | Non-Promoter              |
| 24.    | Chirag Jitendra Shah  | 75,000                             | Non-Promoter             | Non-Promoter              |
| 25.    | Bhavik J. Bhatt   | 75,000                             | Non-Promoter             | Non-Promoter              |
| 26.    | Manoj Jain  | 75,000                             | Non-Promoter             | Non-Promoter              |
| 27.    | Suresh Jethalal Dama  | 70,000                             | Non-Promoter             | Non-Promoter              |
| 28.    | Nilesh R Shah   | 60,000                             | Non-Promoter             | Non-Promoter              |
| 29.    | Priyanka Mukesh Saraswat  | 58,000                             | Non-Promoter             | Non-Promoter              |
| 30.    | Dipti Nilesh Shah   | 55,000                             | Non-Promoter             | Non-Promoter              |
| 31.    | Jayeshkumar Mansukhlal Patel  | 50,000                             | Non-Promoter             | Non-Promoter              |
| 32.    | Bharat Ishwerlal Thakkar (Huf)  | 50,000                             | Non-Promoter             | Non-Promoter              |
| 33.    | Deepa Purvesh Shah<br>Jt. Holder: Purvesh Shah  | 50,000                             | Non-Promoter             | Non-Promoter              |
| 34.    | Keyur Manojbhai Soni  | 50,000                             | Non-Promoter             | Non-Promoter              |
| 35.    | Krunali Dhiren Kothari  | 50,000                             | Non-Promoter             | Non-Promoter              |

|     |  |        |              |              |
|-----|--|--------|--------------|--------------|
| 36. | Lizy Pappachen   | 50,000 | Non-Promoter | Non-Promoter |
| 37. | Parin Vinodray Donga   | 50,000 | Non-Promoter | Non-Promoter |
| 38. | Sameer Jayantilal Dodiya   | 50,000 | Non-Promoter | Non-Promoter |
| 39. | Sameer Nanalal Vara  | 50,000 | Non-Promoter | Non-Promoter |
| 40. | Vinod Jaju   | 50,000 | Non-Promoter | Non-Promoter |
| 41. | Khushal Nilesh Sangani   | 50,000 | Non-Promoter | Non-Promoter |
| 42. | Modi Jaymin Piyushbhai   | 50,000 | Non-Promoter | Non-Promoter |
| 43. | Deepali Ankur Parekh   | 50,000 | Non-Promoter | Non-Promoter |
| 44. | Kalika Bansal  | 50,000 | Non-Promoter | Non-Promoter |
| 45. | Crishi Sanjay Jain   | 50,000 | Non-Promoter | Non-Promoter |
| 46. | Babulal Agarwal  | 45,000 | Non-Promoter | Non-Promoter |
| 47. | Vinod Natubhai Patel   | 40,000 | Non-Promoter | Non-Promoter |
| 48. | Neelam Arora   | 40,000 | Non-Promoter | Non-Promoter |
| 49. | Amit Babulal Agarwal   | 30,000 | Non-Promoter | Non-Promoter |
| 50. | Ishwarlal Tribhovandas Thakkar HUF   | 25,000 | Non-Promoter | Non-Promoter |
| 51. | Kalpana Rohitkumar Shah  | 25,000 | Non-Promoter | Non-Promoter |
| 52. | Hemlata Shambhu Bhutia   | 25,000 | Non-Promoter | Non-Promoter |
| 53. | Kainam Vinod Jain  | 25,000 | Non-Promoter | Non-Promoter |
| 54. | Sumit Bhupendra Doshi  | 25,000 | Non-Promoter | Non-Promoter |
| 55. | Venkata Sesha Reddy Mudimela   | 25,000 | Non-Promoter | Non-Promoter |
| 56. | Nand Lal Hemrajani   | 20,000 | Non-Promoter | Non-Promoter |
| 57. | Ayush Hiten Parikh   | 20,000 | Non-Promoter | Non-Promoter |
| 58. | Jashvant Thakordas Shah  | 20,000 | Non-Promoter | Non-Promoter |
| 59. | BJS & CO<br>Abhishek Gisulal Bhutra<br>Jt. Holder: Himanshu Deepchand Jain | 20,000 | Non-Promoter | Non-Promoter |
| 60. | Chirag Vijay Bavisi  | 20,000 | Non-Promoter | Non-Promoter |
| 61. | Gaurav Gurcharan Singh Garcha  | 20,000 | Non-Promoter | Non-Promoter |
| 62. | Hariom Krishna Bihari Singh  | 20,000 | Non-Promoter | Non-Promoter |
| 63. | Kantimohan Mishra  | 20,000 | Non-Promoter | Non-Promoter |
| 64. | Ketki Tushar Shah  | 20,000 | Non-Promoter | Non-Promoter |
| 65. | Kuldipak Arora   | 20,000 | Non-Promoter | Non-Promoter |
| 66. | Neha Abhishek Mishra   | 20,000 | Non-Promoter | Non-Promoter |
| 67. | Nikita Kunal Shah<br>Jt. Holder: Kunal Pratap Shah                         | 20,000 | Non-Promoter | Non-Promoter |
| 68. | Param Investopedia Private Limited   | 20,000 | Non-Promoter | Non-Promoter |
| 69. | Prashant Mishra  | 20,000 | Non-Promoter | Non-Promoter |
| 70. | Shikha Tiwari  | 20,000 | Non-Promoter | Non-Promoter |
| 71. | Suresh Kumar Surana  | 20,000 | Non-Promoter | Non-Promoter |
| 72. | Aakanksha Sachin Dubey   | 20,000 | Non-Promoter | Non-Promoter |
| 73. | Manish Kanhaiyalal Somani  | 19,300 | Non-Promoter | Non-Promoter |
| 74. | Vasanti Gunvant Sheth  | 19,300 | Non-Promoter | Non-Promoter |
| 75. | Maligi Madhusudhana Reddy  | 10,000 | Non-Promoter | Non-Promoter |
| 76. | Anupa V Sajjanar   | 10,000 | Non-Promoter | Non-Promoter |

“RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank pari passu with the existing equity shares of the Company, in all respects from the date of allotment thereof, and subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company”.

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday 12th August 2024** i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting.”



**“RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

**“RESOLVED FURTHER THAT** the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations”.

**“RESOLVED FURTHER THAT** in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory

authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

**ITEM NUMBER 4:**

**TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH.**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.**

**“RESOLVED THAT** pursuant to Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up 8,10,000 (Eight Lakhs and Ten Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per warrant including a premium of Rs. 42/- (Rupees Forty-Two Only) per warrant with a right to the

warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 4,21,20,000/- [Rupees Four Crores Twenty-One Lakhs and Twenty Thousand Only] to the proposed allottees as mentioned below on preferential basis for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

| Sr. No | Name of the Proposed Allottees | No of Warrants to be allotted | Current Status/ Category | Proposed Status/Category |
|--------|--------------------------------|-------------------------------|--------------------------|--------------------------|
| 1.     | Hitesh Natwarlal Kawa          | 8,10,000                      | Non-Promoter             | Non-Promoter             |

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is **Monday, 12th August 2024** i.e., 30 days prior to the date of Passing of the Special Resolution in the Extraordinary General Meeting."

**"RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a) An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b) Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c) The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d) The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

- i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j) The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- k) The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- l) The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of ‘Form PAS-4’) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchange.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5 and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“RESOLVED FURTHER THAT** the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any

professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

**ITEM NUMBER 5:**

**ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with applicable Regulations SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and subject to the approvals, consents, sanctions and permissions of the Central Government/ Registrar of Companies, Hyderabad under Ministry of Corporate Affairs / appropriate regulatory and statutory authorities as may be necessary and subject to such terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded for alteration in clause III A of the main objects of the company to be pursued on its incorporation in the following manner:

The existing clause III (A) 1 to 7 will be replaced by the following clause:

Clause III (A) 1: To undertake and provide transaction processing support services to Shipping domain, i.e. Principals, Ship Owners, Major Industrials Houses owning and running their Ships, based outside India in vertical segments of Disbursement Accounting, Financial Accounting, Management Information Systems, Human Resources Management, Laytime Calculation, Charter Party contracts, Cash management and other offshore transaction processing services to carry out and undertake all activities, business, related to Business Process for the Maritime sector be it Business Processing Outsourcing, Knowledge processing outsourcing, knowledge process outsourcing, information technology and information technology enabled services, Call centre services including providing technical support, manage data centre, manage technical centre, training centre, web support back office, business or work related analysis, to develop software, provide consultancy, software solution and service and for the purpose to set up all facilities and infrastructure in India and abroad.

**"RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company."

**ITEM NUMBER 6:**

**ALTERATION OF MEMORANDUM OF ASSOCIATION.**

**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 Section 4 and 13, and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, the Consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company:

A. The words “Companies Act, 1956” in the existing Memorandum of Association shall be substituted with the words “Companies Act, 2013” wherever required under the applicable provisions.

B. Part-A of the objects clause (Clause III) shall now be titled as “The Object to be pursued by the Company on its Incorporation”.

C. Part-B of the objects clause (Clause III) shall now be titled as “Matters which are necessary for furtherance of the objects specified in Part A”.

D. Part-C of the objects clause (Clause III) titled “Other objects” of the Memorandum of Association of the Company be deleted.

E. All existing clauses of Memorandum of Association be renumbered.

F. The existing clause IV of the Memorandum of Association of the Company be substituted with the following new Clause IV: Clause IV “The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on share held by them.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with Registrar of the Companies, Hyderabad.”

**ITEM NUMBER 7:**

**CHANGE IN NAME OF THE COMPANY.**

**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 Section 4, 13, 14 and 15 read with (Incorporation) Rules, 2014, (the “Rules”)and other applicable provisions if any of the Companies Act, 2013 read with ( Management and Administration) Rules, 2014 ( the “rules”) and pursuant to the provision Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force and subject to the approval of the Central Government, Registrar of Companies, Hyderabad Telangana under Ministry of Corporate Affairs, Stock Exchange where the shares of the company are listed and other authorities as may be applicable and subject to such terms. Conditions, amendments or modifications, as may be required or suggested by Statutory authorities, the consent of the members is hereby accorded to approve the change in name of the Company from “**Jyothi Infraventures Limited**” to “**Mizzen Digital Technologies Limited**” or such other name as may be made available for adoption by the Central Registration Centre Ministry of Corporate Affairs.”

**“RESOLVED FURTHER THAT** pursuant to Section 13, 14, 15 and other applicable provisions, if any of the Companies Act, 2013 (including any modification or re-enactment thereof) the name of the company **“Jyothi Infraventures Limited”** where ever it appears in the Memorandum and Articles of Association of the company or elsewhere; be substituted by the new name **“Mizzen Digital Technologies Limited”** or such other name as may be made available for adoption by the Central Registration Centre Ministry of Corporate Affairs.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the change of name thereof with the Registrar of Companies, Hyderabad and stock exchange where the shares of the Company are listed and to resolve and settle all questions and difficulties that may arise in the proposed change of name and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

#### **ITEM NUMBER 8:**

#### **INCREASE IN BORROWING LIMITS.**

**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 Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to borrow from time to time, any sum or sums of monies (including non-fund based facilities) at its discretion for the purpose of the business of the Company, from any one or more Banks and/ or Financial Institutions and/or any other lending institutions in India or abroad and/or Bodies Corporate, whether by way of cash credit, advance, loans or bill discounting, issue of Non-Convertible Debentures / Fully Convertible Debentures / Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments, or otherwise and with or without security and upon such terms and conditions as may be considered suitable by the Board, provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of business) shall not at any time exceed the limit of Rs. 500 crore (Rupees Five Hundred Crore) or the aggregate of the paid-up capital, free reserves and securities premium account of the Company, whichever is higher.”

**“FURTHER RESOLVED THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board be and are hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

**ITEM NUMBER 9:**

**POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.**

**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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, if any, for the time being in force) (‘Act’), consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall include any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution) to create such charges, mortgages and hypothecations, in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner, at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company for securing the borrowings of facilities/loan in any form excluding temporary loans and cash credits, the aggregate value of which shall not exceed at any time Rs. 500 crores (Rupees Five Hundred Crores) or the aggregate of the paid up capital, free reserves and securities premium account of the Company, whichever is higher, from any one or more Banks and/or Financial Institutions and/ or any other lending institutions in India or abroad and/or Bodies Corporate from time to time, together with interest, additional interest, commitment charges, repayment or redemption and all other costs, charges and expenses including any increase as a result of devaluation/revaluation and all other monies payable by the Company in terms of loan agreement(s)/debenture trust deed(s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) of lender(s) in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agent(s) of lender(s)/trustee(s) of lender(s).”

**“FURTHER RESOLVED THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board and such persons authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents, and to take all such steps and to do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

**ITEM NUMBER 10:**

**INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE.**

**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 Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 500 crores (Rupees Five Hundred Crores) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** in terms of the provisions of Section 186 of the Act, where a loan or guarantee is given or where a security has been provided by the Company to its wholly owned subsidiary company or a joint venture company, or acquisition is made by the Company, by way of subscription, purchase or otherwise of, the securities of its wholly owned subsidiary company, the aforementioned limits shall not apply.”

**“FURTHER RESOLVED THAT** the Board of Directors of the company, be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

**ITEM NUMBER 11:**

**SHIFTING OF REGISTERED OFFICE FROM THE STATE OF TELANGANA TO THE STATE OF MAHARASHTRA.**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.**

**“RESOLVED THAT** subject to the provisions of Section 13(4) and other applicable provisions if any, of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 and subject to the approval of the Central Government or the Regional Director, South East Region, ROC Hyderabad or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act / Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from the State of Telangana to the state of Maharashtra as may be determined by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director, South East Region, ROC

Hyderabad or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II.

II. "The Registered Office of the Company will be situated in the State of Maharashtra."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director South East Region Registrar of Companies Hyderabad or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Telangana, as well as the concerned Registrar of Companies Hyderabad and to appoint Professional(s) to represent the Company before the Central Government, the Regional Director, South East Region or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution".

**ITEM NUMBER 12:**

**APPOINTMENT OF MR. DEEPAK RATILAL MEHTA (DIN: 00046696) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND, IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Deepak Ratilal Mehta (DIN: 00046696) who was appointed by the Board of Directors as an Additional (Non-Executive and Non-Independent) Director with effect from 08<sup>th</sup> August 2024 and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company liable to retire by rotation and entitled to receive reimbursement of expenses for attending the Board/ Committee meetings.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution."

**By the Order of the Board  
For Jyothi Infraventures Limited  
Sd/-**

**Jhansi Sanivarapu  
Whole Time Director & Chief Financial Officer  
DIN: 03271569  
Date: 16<sup>th</sup> August 2024  
Place: Hyderabad, Telangana**

**Registered Office Address: -  
Flat No 704 D Block Tower A, Aparna heights, Kondapur Main Road,  
Laxmi Nagar, Kondapur, , ,  
500084 - Telangana.**

**NOTES TO THE NOTICE: -**

1. IN LINE WITH THE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, GENERAL CIRCULAR NO.17/2020 DATED APRIL 13, 2020, CIRCULAR NO. 20/2020 DATED MAY 05, 2020, CIRCULAR NO. 02/2021 DATED JANUARY 13, 2021, CIRCULAR NO. 19/2021 DATED DECEMBER 8, 2021, CIRCULAR NO. 21/2021 DATED DECEMBER 14, 2021 CIRCULAR NO. 02/2022 DATED MAY 5, 2022 AND CIRCULAR NO. 10/2022 DATED DECEMBER 28, 2022 RESPECTIVELY, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS AND CIRCULAR NO. SEBI/HO/ CFD/CMD1/CIR/ P/2020/79 DATED MAY 12, 2020, CIRCULAR NO. SEBI/HO/CFD/CMD2/CIR /P/2021/11 DATED JANUARY 15, 2021 AND CIRCULAR SEBI/HO/CFD/CMD2/CIR/P/2022/62 DATED MAY 13, 2022 ISSUED BY SEBI, OWING TO THE DIFFICULTIES INVOLVED IN DISPATCHING OF PHYSICAL COPIES, NOTICE OF AGM ARE BEING SENT IN ELECTRONIC MODE TO MEMBERS WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS/ LIST OF BENEFICIAL OWNERS AS RECEIVED FROM NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”)/ CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED (“CDSL”) AND WHOSE EMAIL ADDRESS IS AVAILABLE WITH THE COMPANY OR THE DEPOSITORY PARTICIPANTS OR RTA OF THE COMPANY AS ON **16<sup>TH</sup> AUGUST 2024**.
2. THE NOTICE OF THE EOGM IS BEING SENT THROUGH ELECTRONIC MODE ONLY TO THOSE MEMBERS WHOSE EMAIL ADDRESS IS REGISTERED WITH THE COMPANY/ DEPOSITORIES. MEMBERS MAY NOTE THAT THE NOTICE WILL ALSO BE AVAILABLE ON THE COMPANY’S WEBSITE [WWW.JYOTHIINFRA.COM](http://WWW.JYOTHIINFRA.COM) WEBSITE OF THE STOCK EXCHANGE, I.E. ON BSE LIMITED FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY MEMBERS ARE REQUESTED TO REGISTER/UPDATE THEIR EMAIL ADDRESSES WITH THE RELEVANT DEPOSITORY PARTICIPANT.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
4. IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY- EIGHT HOURS.
5. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.
6. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. 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 would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. Pursuant to section 108 of the Companies Act, 2013, read with rules 20 of the Companies (Management and Administration) Rules, 2014 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by

electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given separately.

9. In line with the aforesaid MCA Circulars, the Notice calling the EOGM is being sent physically to the members on their registered address by permitted mode, and electronically to those members who have registered their e-mail address with the Depositories / Company as on Friday 16th August 2024. Members may note that the Notice has been uploaded on the website of the Company at [www.jyothiinfra.com](http://www.jyothiinfra.com). The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the EOGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
10. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ("Act") is annexed hereto.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Satellite Corporate Services Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares. 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 at the Meeting. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
12. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on **04<sup>th</sup> September 2024**.
13. The route map of the venue of the Extra Ordinary General Meeting is appended to this Report. The prominent land mark near the venue is State Bank of India, Income Tax Colony, Branch.
14. The Register of Members and Share Transfer Register in respect of equity shares of the Company will remain closed from Thursday 05th September 2024 to Wednesday 11th September 2024 (both days inclusive).

#### **GUIDELINES FOR ELECTRONIC VOTING:**

1. Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by CDSL. The facility available for voting through ballot paper will also be made available at the EGM and members attending the EGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.
2. The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'polling paper.
3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. M/s Manoj Parakh & Associates Practicing Company Secretary has been appointed to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.

5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. **04<sup>th</sup> September 2024**.
6. A person, whose name is recorded in the register of members as on the cut-off date, i.e. **04<sup>th</sup> September 2024** only shall be entitled to avail the facility of remote e-voting / voting.
7. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchange.
8. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **11<sup>th</sup> September 2024**.

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

- i. The voting period begins on **Sunday 08<sup>th</sup> September 2024** at 09.00 A.M and ends on **Tuesday 10<sup>th</sup> September 2024** at 05.00 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 (record date) of 12.07.2024 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.

- 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** is given below:

| Type of shareholders | Login Method |
|----------------------|--------------|
|----------------------|--------------|

|  |   |
|--|---|
| <p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p> | <p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3)If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p> |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p> | <p>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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</p>  |

|  |   |
|--|---|
|  | <p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 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 &amp; voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 or joining virtual meeting &amp; 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 |

|  |  |
|--|--|
|  | <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.   |
| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

v. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

1)The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

2)Click on “Shareholders” module.

3)Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b.For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c.Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4)Next enter the Image Verification as displayed and Click on Login.

5)If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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 Shareholders holding shares in Demat Form and other than individual and Physical Form  |
| PAN | Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br><br>• 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. |

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 <Jyothi Infraventures Limited> on which you choose to vote.
- x. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- xvii. **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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; [cs@jyothiinfra.com](mailto:cs@jyothiinfra.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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.
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 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@jyothiinfra.com](mailto:cs@jyothiinfra.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@jyothiinfra.com](mailto:cs@jyothiinfra.com). 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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall 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.
4. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By the Order of the Board  
For Jyothi Infraventures Limited**

**Sd/-**

**Jhansi Sanivarapu**

**Whole Time Director & Chief Financial Officer**

**DIN: 03271569**

**Date: 16<sup>th</sup> August 2024**

**Place: Hyderabad, Telangana**

**Registered Office Address: -**

**Flat No 704 D Block Tower A, Aparna heights, Kondapur Main Road,  
Laxmi Nagar, Kondapur, Hyderabad  
Telangana, India, 500084.**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

### **ITEM NUMBER 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

The present Authorised Share Capital of the Company is Rs. 6,25,00,000/- (Rupees Six Crores and Twenty-Five Lakhs) divided into 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Equity Shares Rs. 10/- (Rupees Ten only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Friday 16<sup>th</sup> August 2024 had accorded its approval for increasing the Authorised Share Capital up to Rs. 22,10,00,000/- (Rupees Twenty-Two Crores and Ten Lakhs Only) divided into 2,21,00,000 (Two Crores and Twenty-One Lakhs) Equity Shares Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 6,25,00,000/- (Rupees Six Crores and Twenty-Five Lakhs) divided into 62,50,000 (Sixty-Two Lakhs and Fifty Thousand) Equity Shares Rs. 10/- (Rupees Ten only) each to Rs. 22,10,00,000/- (Rupees Twenty-Two Crores and Ten Lakhs Only) divided into 2,21,00,000 (Two Crore Twenty-One Lakhs) Equity Shares Rs. 10/- (Rupees Ten only) each and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 1 of this Notice, for the approval of the members.

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

### **ITEM NUMBER 2:**

The Members are hereby informed that the Board in its meeting held on Friday, 16th August 2024, has approved the acquisition of 100% shareholding of Mizzen Digital Private Limited ("Target Company"). The Target Company is a software company specializing in developing advanced software and consulting services specifically tailored to the maritime industry., with a specific focus on commercial operational processes in the shipping industry. For the said acquisition it is decided to acquire 76,939 Equity Shares constituting 100 % stake of the Target Company from the equity shareholders of the Target Company. As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the target company being the partial payment towards the swap shares.

For acquisition of the equity shares of target company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other cash. Accordingly, the Board pursuant to its resolution dated Friday 16th August 2024, has approved the issue of up to 1,31,46,949 (One crore, thirty-one lakh forty-six thousand nine hundred and forty-nine) Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 10/- (Rupees Ten only) per share on preferential basis to the Proposed Allottees for a consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") on a preferential basis. Pursuant to the above transaction, there will be change in the management, control & thus result in the transfer of ownership of the Company to the Proposed Allottees.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

**1. Objects of the Preferential Issue:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 76939 Shares constituting 100% stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

**2. The total/maximum number of securities to be issued/ particulars of the offer/ Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 1,31,46,949 (One crore thirty-one lakh forty-six thousand nine hundred and forty-nine) Equity Shares of Rs. 10/- (Rupees Ten only) at a price of Rs. 10/- (Rupees Ten Only) per Equity Share (at par) on a preferential basis.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Monday 12th August 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**4. Name and Address of Valuer who performed Valuation:**

Bhavesh M Rathod Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708  
Address: SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: Info.cabhavesh@gmail.com Mobile: +91 9769 11 34 90

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is

obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

**6. Principal terms of Assets charged as securities:**

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 10/- (Rupees Ten Only) per Equity Share (at par) total aggregating to not exceeding Rs. 13,14,69,490/- (Rupees Thirteen crores fourteen lakhs sixty-nine thousand four hundred and ninety) towards the full payment of total consideration payable by the Company for the acquisition of the entire issued and Paid-Up Share Capital of the Target Company.

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

| Sl. No.  | Category   | Pre-issue shareholding |                   | Post- issue shareholding* |                   |
|----------|--|------------------------|-------------------|---------------------------|-------------------|
|          |  | No. of Equity Shares   | % Of Shareholding | No. of Equity Shares      | % Of Shareholding |
| <b>A</b> | <b>Promoters and Promoter Group Holding</b>          |                        |                   |                           |                   |
| 1        | Indian   |                        |                   |                           |                   |
|          | Individual   | 11,53,080              | 74.49             | 1,43,00,029**             | 64.99             |
| 2        | Foreign  |                        |                   |                           |                   |
|          | Body Corporate                                       | -                      |                   | -                         | -                 |
|          | <b>Sub Total (A)</b>                                 | <b>11,53,080</b>       | <b>74.49</b>      | <b>1,43,00,029</b>        | <b>64.99</b>      |
| <b>B</b> | <b>Non-Promoter Holding</b>                          |                        |                   |                           |                   |
| B1       | Institutions   | -                      | s                 | -                         |                   |
| B2       | Institutions (Domestic)                              | -                      |                   | -                         |                   |
| B3       | Institutions (Foreign)                               | -                      |                   | -                         |                   |
|          | <b>Sub Total (B1)</b>                                | <b>-</b>               |                   | <b>-</b>                  |                   |
| B2       | Non - Institutions                                   |                        |                   |                           |                   |
| 1        | Individuals (share Capital up to Rs. 2 lakhs)        | 2,85,266               | 18.43             | 2,85,266                  | 1.30              |
| 2        | Individuals (share Capital in excess of Rs. 2 lakhs) | 1,04,400               | 6.74              | 67,74,568                 | 30.79             |
| 3        | Non Resident Indians (NRIs)                          | 30                     | 0.00              | 30                        | 0.00              |
| 4        | Bodies Corporate                                     | 4,568                  | 0.30              | 24,568                    | 0.11              |
| 5        | <u>Any Other (specify)</u>                           |                        | -                 |                           | -                 |

|    |                               |                  |               |                    |               |
|----|-------------------------------|------------------|---------------|--------------------|---------------|
| a  | HUF                           | 539              |               | 1,75,539           | 0.80          |
| b  | Firm & LLP                    | -                |               | 4,45,000           | 2.02          |
|    | <b>Sub Total (B2)</b>         | <b>3,94,803</b>  | 25.51         | <b>77,04,971</b>   | <b>35.01</b>  |
|    | <b>Sub-Total (B) [B1+ B2]</b> | <b>3,94,803</b>  | 25.51         | <b>77,04,971</b>   | <b>35.01</b>  |
| C1 | Shares underlying DRs         | -                | -             | -                  | -             |
| C2 | Shares held by Employee Trust | -                | -             | -                  | -             |
| C  | Non-Promoter - Non- Public    | -                | -             | -                  | -             |
|    | <b>Grand Total (A+B+C)</b>    | <b>15,47,883</b> | <b>100.00</b> | <b>2,20,05,000</b> | <b>100.00</b> |

\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

\*\*The Proposed allottee Mr. Sandeep Dsilva (Acquirer-1) and Mr. Anil Anand Khot (Acquirer-2) and Mr. Nimesh Sahadeo Singh (Acquirer-3) and Mr. Chetan Mehrotra (Acquirer-4) and Mr. Rajiv Jaisukhlal Vaghani (Acquirer-5) and Mr. Hiren Kishore Deshpande (Acquirer-6) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ("the Regulations") requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

The proposed preferential issue shall result change in control of the Company.

The Proposed allottee Mr. Sandeep Dsilva (Acquirer-1) and Mr. Anil Anand Khot (Acquirer-2) and Mr. Nimesh Sahadeo Singh (Acquirer-3) and Mr. Chetan Mehrotra (Acquirer-4) and Mr. Rajiv Jaisukhlal Vaghani (Acquirer-5) and Mr. Hiren Kishore Deshpande (Acquirer-6) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ("the Regulations") requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company. Thus, there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change. The above stated acquirers shall, upon the successful completion of the Open offer process under SEBI SAST Regulation, 2011, be classified as promoters in accordance with the provisions of Applicable Law.

**11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year 2024-2025, the Company has not made allotment on preferential basis to any person.

**12. Valuation for consideration other than cash:**

The valuation of the same is based on the independent valuation report received from by Mr. Bhavesh Rathod, a Registered Valuer (Reg. No. IBBI/RV/06/2019/10708) having his office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai - 400 066 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a**

**preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

The object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Target Company by acquiring 76939 Shares constituting 100 % stake of the Target Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**17. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr. # | Name of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding    |              | No. of shares to be issued | Shareholding post allotment of Equity* |              | Post-issue Category |
|-------|-------------------------------|--------------------|--|----------------------|--------------|----------------------------|--|--------------|---------------------|
|       |                               |                    |  | No. of Equity Shares | % of Holding |                            | No. of Equity Shares                   | % of Holding |                     |
|       |                               |                    |  |                      |              |                            |  |              |                     |



|    |                          |              |    |   |   |           |           |       |          |
|----|--------------------------|--------------|----|---|---|-----------|-----------|-------|----------|
| 1. | Sandeep Dsilva           | Non-Promoter | NA | 0 | 0 | 66,57,119 | 66,57,119 | 30.25 | Promoter |
| 2. | Anil Anand Khot          | Non-Promoter | NA | 0 | 0 | 25,68,080 | 25,68,080 | 11.67 | Promoter |
| 3. | Nimesh Sahadeo Singh     | Non-Promoter | NA | 0 | 0 | 17,59,670 | 17,59,670 | 8.00  | Promoter |
| 4. | Chetan Mehrotra          | Non-Promoter | NA | 0 | 0 | 11,00,947 | 11,00,947 | 5.00  | Promoter |
| 5. | Rajiv Jaisukhlal Vaghani | Non-Promoter | NA | 0 | 0 | 7,31,857  | 7,31,857  | 3.33  | Promoter |
| 6. | Hiren Kishore Deshpande  | Non-Promoter | NA | 0 | 0 | 3,29,276  | 3,29,276  | 1.50  | Promoter |

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

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

### **ITEM NUMBER 3:**

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Friday, 16th August 2024 In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 65,00,168 (Sixty-five lakh, one hundred and sixty-eight) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 52/- (Rupees Fifty-Two Only) per Equity Share (including a premium of Rs. 42/- Rupees Forty-Two Only) ("Preferential Allotment Price"), aggregating to Rs. 33,80,08,736/- (Rupees Thirty-three crores eighty lakhs eight thousand seven hundred and thirty-six Only) on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

**1. Objects of the Preferential Issue: The object of the issue are: -**

- To invest & grant loans in companies, body corporates for future expansion plans & activities, financing future growth opportunities & working capital requirements of the Company, its subsidiaries and its associates. - Not less than Rs. 25,35,06,552/- and
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 8,45,02,184/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

**2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 65,00,168 (Sixty-five lakhs one hundred and sixty-eight) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 52/- (Rupees Fifty-Two Only) per Equity Share (including a premium of Rs. 42/- Rupees Forty-Two Only) ("Preferential Allotment Price"), aggregating to Rs. 33,80,08,736/- (Rupees Thirty-three crores eighty lakhs eight thousand seven hundred and thirty-six Only).

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Monday 12th August 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 52/- (Rupees Fifty-Two Only) per Equity Share (including a premium of Rs. 42/-) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**4. Name and Address of Valuer who performed Valuation:**

Bhavesh M Rathod Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708  
Address: SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: Info.cabhavesh@gmail.com Mobile: +91 9769 11 34 90

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Upto Rs. 33,80,08,736/- (Rupees Thirty-three crores eighty lakhs eight thousand seven hundred and thirty-six Only).

**6. Principal terms of Assets charged as securities:**

Not Applicable

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

| Sl. No.  | Category                                    | Pre-issue shareholding |                   | Post- issue shareholding* |                   |
|----------|---|------------------------|-------------------|---------------------------|-------------------|
|          |   | No. of Equity Shares   | % Of Shareholding | No. of Equity Shares      | % Of Shareholding |
| <b>A</b> | <b>Promoters and Promoter Group Holding</b> |                        |                   |                           |                   |
| 1        | Indian                                      |                        |                   |                           |                   |
|          | Individual                                  | 11,53,080              | 74.49             | 1,43,00,029**             | 64.99             |
| 2        | Foreign                                     |                        |                   |                           |                   |
|          | Body Corporate                              | -                      |                   | -                         | -                 |
|          | <b>Sub Total (A)</b>                        | <b>11,53,080</b>       | <b>74.49</b>      | <b>1,43,00,029</b>        | <b>64.99</b>      |
| <b>B</b> | <b>Non-Promoter Holding</b>                 |                        |                   |                           |                   |
| B1       | Institutions                                | -                      |                   | -                         |                   |
| B2       | Institutions (Domestic)                     | -                      |                   | -                         |                   |
| B3       | Institutions (Foreign)                      | -                      |                   | -                         |                   |

|    |  |                  |               |                    |               |
|----|--|------------------|---------------|--------------------|---------------|
|    | <b>Sub Total (B1)</b>                                | -                |               | -                  |               |
| B2 | Non - Institutions                                   |                  |               |                    |               |
| 1  | Individuals (share Capital up to Rs. 2 lakhs)        | 2,85,266         | 18.43         | 2,85,266           | 1.30          |
| 2  | Individuals (share Capital in excess of Rs. 2 lakhs) | 1,04,400         | 6.74          | 67,74,568          | 30.79         |
| 3  | Non Resident Indians (NRIs)                          | 30               | 0.00          | 30                 | 0.00          |
| 4  | Bodies Corporate                                     | 4,568            | 0.30          | 24,568             | 0.11          |
| 5  | <u>Any Other (specify)</u>                           |                  | -             |                    | -             |
| a  | HUF  | 539              |               | 1,75,539           | 0.80          |
| b  | Firm & LLP   | -                |               | 4,45,000           | 2.02          |
|    | <b>Sub Total (B2)</b>                                | <b>3,94,803</b>  | <b>25.51</b>  | <b>77,04,971</b>   | <b>35.01</b>  |
|    | <b>Sub-Total (B) [B1+ B2]</b>                        | <b>3,94,803</b>  | <b>25.51</b>  | <b>77,04,971</b>   | <b>35.01</b>  |
| C1 | Shares underlying DRs                                | -                | -             | -                  | -             |
| C2 | Shares held by Employee Trust                        | -                | -             | -                  | -             |
| C  | Non-Promoter - Non- Public                           | -                | -             | -                  | -             |
|    | <b>Grand Total (A+B+C)</b>                           | <b>15,47,883</b> | <b>100.00</b> | <b>2,20,05,000</b> | <b>100.00</b> |

\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

\*\*The Proposed allottee Mr. Sandeep Dsilva (Acquirer-1) and Mr. Anil Anand Khot (Acquirer-2) and Mr. Nimesh Sahadeo Singh (Acquirer-3) and Mr. Chetan Mehrotra (Acquirer-4) and Mr. Rajiv Jaisukhlal Vaghani (Acquirer-5) and Mr. Hiren Kishore Deshpande (Acquirer-6) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

**11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year 2024-2025, the Company has not made allotment on preferential basis to any person.

**12. Valuation for consideration other than cash:**

Not applicable.

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>.

**17. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr. # | Name of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding    |              | No. of shares to be issued | Shareholding post allotment of Equity * |              | Post-issue Category |
|-------|-------------------------------|--------------------|--|----------------------|--------------|----------------------------|---|--------------|---------------------|
|       |                               |                    |  | No. of Equity Shares | % of Holding |                            | No. of Equity Shares                    | % of Holding |                     |
| 1.    | Roopal Hitesh Kawa            | Non-Promoter       | NA   | 0                    | 0            | 4,50,000                   | 4,50,000                                | 2.04         | Non-Promoter        |
| 2.    | Jitendra Rasiklal Sanghavi    | Non-Promoter       | NA   | 0                    | 0            | 4,00,000                   | 4,00,000                                | 1.82         | Non-Promoter        |
| 3.    | Vinay Rajendrakumar Nagda     | Non-Promoter       | NA   | 0                    | 0            | 4,00,000                   | 4,00,000                                | 1.82         | Non-Promoter        |

|     |   |              |  |   |   |          |          |      |              |
|-----|---|--------------|--|---|---|----------|----------|------|--------------|
| 4.  | Sadashiv Kanyana Shetty   | Non-Promoter | NA   | 0 | 0 | 4,00,000 | 4,00,000 | 1.82 | Non-Promoter |
| 5.  | Sanivarapu Navya Reddy  | Non-Promoter | NA   | 0 | 0 | 3,90,000 | 3,90,000 | 1.77 | Non-Promoter |
| 6.  | Gjnx Venture Gunavanth Kumar Rekha, Jt. Holder: Gunavanth Kumar Neha                    | Non-Promoter | Gunavanth Kumar Rekha,<br>Gunavanth Kumar Neha           | 0 | 0 | 2,25,000 | 2,25,000 | 1.02 | Non-Promoter |
| 7.  | Red Soil Partners Llp Sarveswar Reddy Sanivarapu Jt. Holder: Gudapu Reddy Sreedar Reddy | Non-Promoter | Sarveswar Reddy Sanivarapu<br>Gudapu Reddy Sreedar Reddy | 0 | 0 | 2,00,000 | 2,00,000 | 0.91 | Non-Promoter |
| 8.  | Alpesh Gunvantrai Shah  | Non-Promoter | NA   | 0 | 0 | 1,80,000 | 1,80,000 | 0.82 | Non-Promoter |
| 9.  | Jalpa Alpeshkumar Shah  | Non-Promoter | NA   | 0 | 0 | 1,80,000 | 1,80,000 | 0.82 | Non-Promoter |
| 10. | Hiren Paramanndas Shah  | Non-Promoter | NA   | 0 | 0 | 1,80,000 | 1,80,000 | 0.82 | Non-Promoter |
| 11. | Tejal Hiren Shah  | Non-Promoter | NA   | 0 | 0 | 1,78,368 | 1,78,368 | 0.81 | Non-Promoter |
| 12. | Dipen Prakash Mehta   | Non-Promoter | NA   | 0 | 0 | 1,54,000 | 1,54,000 | 0.70 | Non-Promoter |
| 13. | Jaikaran Jaspal Singh Chandock  | Non-Promoter | NA   | 0 | 0 | 1,50,000 | 1,50,000 | 0.68 | Non-Promoter |
| 14. | Trimaan Jaspal Singh Chandock   | Non-Promoter | NA   | 0 | 0 | 1,50,000 | 1,50,000 | 0.68 | Non-Promoter |
| 15. | Jaya Prem Rajdev  | Non-Promoter | NA   | 0 | 0 | 1,50,000 | 1,50,000 | 0.68 | Non-Promoter |

|     |                                |              |                          |   |   |          |          |      |              |
|-----|--------------------------------|--------------|--------------------------|---|---|----------|----------|------|--------------|
| 16. | Shah Keyur Sureshbhai          | Non-Promoter | NA                       | 0 | 0 | 1,20,000 | 1,20,000 | 0.55 | Non-Promoter |
| 17. | Sapana Devang Shah             | Non-Promoter | NA                       | 0 | 0 | 1,00,000 | 1,00,000 | 0.45 | Non-Promoter |
| 18. | Bhavik Sureshku mar Shah (HUF) | Non-Promoter | Bhavik Sureshku mar Shah | 0 | 0 | 1,00,000 | 1,00,000 | 0.45 | Non-Promoter |
| 19. | Bhairavi Mehul Kanani          | Non-Promoter | NA                       | 0 | 0 | 1,00,000 | 1,00,000 | 0.45 | Non-Promoter |
| 20. | Pooja Ankit Gala               | Non-Promoter | NA                       | 0 | 0 | 1,00,000 | 1,00,000 | 0.45 | Non-Promoter |
| 21. | Apurv Narendra bhai Pancham ai | Non-Promoter | NA                       | 0 | 0 | 1,00,000 | 1,00,000 | 0.45 | Non-Promoter |
| 22. | Sripal H Chajer                | Non-Promoter | NA                       | 0 | 0 | 96,200   | 96,200   | 0.44 | Non-Promoter |
| 23. | Brijesh Jitendra Parekh        | Non-Promoter | NA                       | 0 | 0 | 75,000   | 75,000   | 0.34 | Non-Promoter |
| 24. | Chirag Jitendra Shah           | Non-Promoter | NA                       | 0 | 0 | 75,000   | 75,000   | 0.34 | Non-Promoter |
| 25. | Bhavik J. Bhatt                | Non-Promoter | NA                       | 0 | 0 | 75,000   | 75,000   | 0.34 | Non-Promoter |
| 26. | Manoj Jain                     | Non-Promoter | NA                       | 0 | 0 | 75,000   | 75,000   | 0.34 | Non-Promoter |
| 27. | Suresh Jethalal Dama           | Non-Promoter | NA                       | 0 | 0 | 70,000   | 70,000   | 0.32 | Non-Promoter |
| 28. | Nilesh R Shah                  | Non-Promoter | NA                       | 0 | 0 | 60,000   | 60,000   | 0.27 | Non-Promoter |
| 29. | Priyanka Mukesh Saraswat       | Non-Promoter | NA                       | 0 | 0 | 58,000   | 58,000   | 0.26 | Non-Promoter |
| 30. | Dipti Nilesh Shah              | Non-Promoter | NA                       | 0 | 0 | 55,000   | 55,000   | 0.25 | Non-Promoter |
| 31. | Jayeshku mar Mansukhl al Patel | Non-Promoter | NA                       | 0 | 0 | 50,000   | 50,000   | 0.23 | Non-Promoter |

|     |   |              |                          |   |   |        |        |      |              |
|-----|---|--------------|--------------------------|---|---|--------|--------|------|--------------|
| 32. | Bharat Ishwerlal Thakkar (Huf)                    | Non-Promoter | Bharat Ishwerlal Thakkar | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 33. | Deepa Purvesh Shah<br>Jt. Holder:<br>Purvesh Shah | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 34. | Keyur Manojbhai Soni                              | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 35. | Krunali Dhiren Kothari                            | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 36. | Lizy Pappachen                                    | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 37. | Parin Vinodray Donga                              | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 38. | Sameer Jayantilal Dodiya                          | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 39. | Sameer Nanalal Vara                               | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 40. | Vinod Jaju  | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 41. | Khushal Nilesh Sangani                            | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 42. | Modi Jaymin Piyushbhai                            | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 43. | Deepali Ankur Parekh                              | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 44. | Kalika Bansal                                     | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 45. | Crishi Sanjay Jain                                | Non-Promoter | NA                       | 0 | 0 | 50,000 | 50,000 | 0.23 | Non-Promoter |
| 46. | Babulal Agarwal                                   | Non-Promoter | NA                       | 0 | 0 | 45,000 | 45,000 | 0.20 | Non-Promoter |
| 47. | Vinod Natubhai Patel                              | Non-Promoter | NA                       | 0 | 0 | 40,000 | 40,000 | 0.18 | Non-Promoter |



|     |   |              |  |   |   |        |        |      |              |
|-----|---|--------------|--|---|---|--------|--------|------|--------------|
| 48. | Neelam Arora  | Non-Promoter | NA   | 0 | 0 | 40,000 | 40,000 | 0.18 | Non-Promoter |
| 49. | Amit Babulal Agarwal  | Non-Promoter | NA   | 0 | 0 | 30,000 | 30,000 | 0.14 | Non-Promoter |
| 50. | Ishwarlal Tribhovan Das Thakkar HUF   | Non-Promoter | Bharat Ishwerlal Thakkar                               | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 51. | Kalpana Rohitkumar Shah   | Non-Promoter | NA   | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 52. | Hemlata Shambhu Bhutia  | Non-Promoter | NA   | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 53. | Kainam Vinod Jain   | Non-Promoter | NA   | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 54. | Sumit Bhupendra Doshi   | Non-Promoter | NA   | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 55. | Venkata Sesh Reddy Mudimela   | Non-Promoter | NA   | 0 | 0 | 25,000 | 25,000 | 0.11 | Non-Promoter |
| 56. | Nand Lal Hemrajani  | Non-Promoter | NA   | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 57. | Ayush Hiten Parikh  | Non-Promoter | NA   | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 58. | Jashvant Thakordas Shah   | Non-Promoter | NA   | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 59. | BJS & CO<br>Abhishek Gisulal Bhutra<br>Jt. Holder:<br>Himanshu Deepchand Jain | Non-Promoter | Abhishek Gisulal Bhutra<br><br>Himanshu Deepchand Jain | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 60. | Chirag Vijay Bavisi   | Non-Promoter | NA   | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 61. | Gaurav Gurcharan Singh Garcha   | Non-Promoter | NA   | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |

|     |   |              |                                       |   |   |        |        |      |              |
|-----|---|--------------|---------------------------------------|---|---|--------|--------|------|--------------|
| 62. | Hariom Krishna Bihari Singh                           | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 63. | Kantimohan Mishra                                     | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 64. | Ketki Tushar Shah                                     | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 65. | Kuldipak Arora  | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 66. | Neha Abhishek Mishra                                  | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 67. | Nikita Kunal Shah<br>Jt. Holder:<br>Kunal Pratap Shah | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 68. | Param Investopedia Private Limited                    | Non-Promoter | Trupti Hemal Vasa Hemal Bhupatri Vasa | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 69. | Prashant Mishra                                       | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 70. | Shikha Tiwari   | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 71. | Suresh Kumar Surana                                   | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 72. | Aakanksha Sachin Dubey                                | Non-Promoter | NA                                    | 0 | 0 | 20,000 | 20,000 | 0.09 | Non-Promoter |
| 73. | Manish Kanhaiyalal Somani                             | Non-Promoter | NA                                    | 0 | 0 | 19,300 | 19,300 | 0.09 | Non-Promoter |
| 74. | Vasanti Gunvant Sheth                                 | Non-Promoter | NA                                    | 0 | 0 | 19,300 | 19,300 | 0.09 | Non-Promoter |
| 75. | Maligi Madhusudhana Reddy                             | Non-Promoter | NA                                    | 0 | 0 | 10,000 | 10,000 | 0.05 | Non-Promoter |
| 76. | Anupa V Sajjanar                                      | Non-Promoter | NA                                    | 0 | 0 | 10,000 | 10,000 | 0.05 | Non-Promoter |

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

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

#### **ITEM NUMBER 4:**

The Members are hereby informed that the Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on Friday 16th August 2024 In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 8,10,000 (Eight Lakhs Ten Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per warrant including a premium of Rs. 42/- (Rupees Forty-Two Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 4,21,20,000/- [Rupees Four Crore Twenty-One Lakhs Twenty Thousand Only] on preferential and private placement subject to approval of Shareholders.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

**1. Objects of the Preferential Issue: The object of the issue are: -**

- To invest & grant loans in companies, body corporates for future expansion plans & activities, financing future growth opportunities & working capital requirements of the Company, its subsidiaries and its associates. - Not less than Rs. 3,15,90,000/- and
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 1,05,30,000/-

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement.

The said proceeds will be used within a period of 12 months from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company.

**2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 8,10,000 (Eight Lakhs and Ten Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per warrant including a premium of Rs. 42/- (Rupees Forty-Two Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 4,21,20,000/- [Rupees Four Crores Twenty-One Lakhs and Twenty Thousand Only].

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for determination of the issue price of Equity Shares is Monday 12th August 2024. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the convertible warrants will be issued at a price of Rs. 52/- (Rupees Fifty-Two Only) per warrants (including a premium of Rs. 42/-) which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**4. Name and Address of Valuer who performed Valuation:**

Bhavesh M Rathod Chartered Accountants Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708

Address: SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 Email: Info.cabhavesh@gmail.com Mobile: +91 9769 11 34 90

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottees a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Upto Rs. 4,21,20,000/- [Rupees Four Crores Twenty-One Lakhs and Twenty Thousand Only].

**6. Material terms of issue of Warrants/ Convertible Warrants:**

The issue of Warrants shall be subject to the following terms and conditions:

i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");

iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;

vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.

xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchange where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

#### 7. Principal terms of Assets charged as securities:

Not Applicable

#### 8. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

#### 9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

| Sl. No.  | Category                                    | Pre-issue shareholding |                   | Post- issue shareholding* |                   |
|----------|---|------------------------|-------------------|---------------------------|-------------------|
|          |   | No. of Equity Shares   | % Of Shareholding | No. of Equity Shares      | % Of Shareholding |
| <b>A</b> | <b>Promoters and Promoter Group Holding</b> |                        |                   |                           |                   |
| 1        | Indian                                      |                        |                   |                           |                   |
|          | Individual                                  | 11,53,080              | 74.49             | 1,43,00,029**             | 64.99             |
| 2        | Foreign                                     |                        |                   |                           |                   |
|          | Body Corporate                              | -                      |                   | -                         | -                 |
|          | <b>Sub Total (A)</b>                        | <b>11,53,080</b>       | <b>74.49</b>      | <b>1,43,00,029</b>        | <b>64.99</b>      |
| <b>B</b> | <b>Non-Promoter Holding</b>                 |                        |                   |                           |                   |
| B1       | Institutions                                | -                      |                   | -                         |                   |
| B2       | Institutions (Domestic)                     | -                      |                   | -                         |                   |
| B3       | Institutions (Foreign)                      | -                      |                   | -                         |                   |
|          | <b>Sub Total (B1)</b>                       | <b>-</b>               |                   | <b>-</b>                  |                   |
| B2       | Non - Institutions                          |                        |                   |                           |                   |

|    |  |                  |               |                    |               |
|----|--|------------------|---------------|--------------------|---------------|
| 1  | Individuals (share Capital up to Rs. 2 lakhs)        | 2,85,266         | 18.43         | 2,85,266           | 1.30          |
| 2  | Individuals (share Capital in excess of Rs. 2 lakhs) | 1,04,400         | 6.74          | 67,74,568          | 30.79         |
| 3  | Non Resident Indians (NRIs)                          | 30               | 0.00          | 30                 | 0.00          |
| 4  | Bodies Corporate                                     | 4,568            | 0.30          | 24,568             | 0.11          |
| 5  | <u>Any Other (specify)</u>                           |                  | -             |                    | -             |
| a  | HUF  | 539              |               | 1,75,539           | 0.80          |
| b  | Firm & LLP   | -                |               | 4,45,000           | 2.02          |
|    | <b>Sub Total (B2)</b>                                | <b>3,94,803</b>  | <b>25.51</b>  | <b>77,04,971</b>   | <b>35.01</b>  |
|    | <b>Sub-Total (B) [B1+ B2]</b>                        | <b>3,94,803</b>  | <b>25.51</b>  | <b>77,04,971</b>   | <b>35.01</b>  |
| C1 | Shares underlying DRs                                | -                | -             | -                  | -             |
| C2 | Shares held by Employee Trust                        | -                | -             | -                  | -             |
| C  | Non-Promoter - Non- Public                           | -                | -             | -                  | -             |
|    | <b>Grand Total (A+B+C)</b>                           | <b>15,47,883</b> | <b>100.00</b> | <b>2,20,05,000</b> | <b>100.00</b> |

\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares.

\*\*The Proposed allottee Mr. Sandeep Dsilva (Acquirer-1) and Mr. Anil Anand Khot (Acquirer-2) and Mr. Nimesh Sahadeo Singh (Acquirer-3) and Mr. Chetan Mehrotra (Acquirer-4) and Mr. Rajiv Jaisukhlal Vaghani (Acquirer-5) and Mr. Hiren Kishore Deshpande (Acquirer-6) (hereinafter collectively referred to as the "Acquirers") shall trigger the open offer process pursuant to Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011 ('the Regulations') requiring the Public Announcement ('PA') in terms of Regulation 13 (1) of the said Regulations and after completion of open offer process they will become the Promoters of the company.

**10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:** The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:** There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

**12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year 2024-2025, the Company has not made allotment on preferential basis to any person.

**13. Valuation for consideration other than cash:**

Not applicable.

**14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

**15. Lock-in:**

The Equity Shares so to be allotted after conversion of warrants in to equity shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

**16. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**17. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

**18. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

**19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:**

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr. # | Name of the proposed allottee | Pre-issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding    |              | No. of Convertible Warrants to be issued | Shareholding post allotment of Equity * |              | Post-issue Category |
|-------|-------------------------------|--------------------|--|----------------------|--------------|--|---|--------------|---------------------|
|       |                               |                    |  | No. of Equity Shares | % of Holding |  | No. of Equity Shares                    | % of Holding |                     |
| 1     | Hitesh Natwarlal Kawa         | Non-Promoter       | N.A.   | 0                    | 0            | 8,10,000                                 | 8,10,000                                | 03.68        | Non-Promoter        |

*\*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares & warrants & full conversion of warrants in to Equity shares*

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.



The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 4 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Sanjay Jayantilal Jain, his relatives are concerned or interested, financially or otherwise in this resolution to the extent of issue of securities made to them on preferential basis.

#### **ITEM NUMBERS 5, 6 & 7:**

The company has been primarily engaged in the business of promoting and developing of infrastructure projects. The Board has to consider from time-to-time proposal for diversification into areas which would be more profitable for the company as a part of diversification plans. For this purpose, the object clause of the company which is presently restricted its scope, required to be so made out to cover a wide range of activities to enable your company to consider embarking upon new projects and activities.

The Board of directors of the company at their meeting held on 16<sup>th</sup> August 2024 has entered in to Share Purchase and Share Subscription Agreement ("SPSSA") between the Company, Mizzen Digital Private Limited ("Target Company") and their shareholders and execution of other necessary documents regarding the Proposed Transaction, whereby the Company agrees to acquire 100% of the share capital of the Target Company.

In view of the above SPSSA entered by the company, the main object clause of the Company is desired to be changed to reflect the true nature of business. Accordingly, it is proposed to insert a new object clause in the main object clause of the Memorandum of Association of the Company. The proposed change of object clause requires the approval of shareholders through special resolution pursuant to the provisions of Section 13 of the companies Act, 2013.

Further in view of the SPSSA and change in object clause of the company, the Board of Directors of the company decided to change the name of the company as the old name is not in line with the revised objectives of the company. Hence in order to ensure that the name of the company adequately reflects the business being carried on by the Company, it is proposed to appropriately change the name of the company from Jyothi Infraventures Limited to Mizzen Digital Technologies Limited or such other name as may be made available for adoption by the Central Registration Centre Ministry of Corporate Affairs

The proposed change of name requires the approval of shareholders through special resolution pursuant to the provisions of sections 13, 14 and 15 of the Companies Act, 2013 and the stock exchange where the shares of the Company are listed.

The alteration of object clause of Memorandum of Association as set out in the resolution is to facilitate diversification. This will carry out the business more economical and efficiently and the proposed activities can be under existing circumstance, conveniently and advantageously combined with the present activities of the Company. This will enlarge the operation of the Company.

The Company was incorporated on 29/03/1995 under the provisions of the Companies Act, 1956. The existing Memorandum of Association ("MOA") is based on the Companies Act, 1956 and since the Company Act, 2013 has come in to force from 1st April, 2014, several clauses/regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 which are no longer in force.

Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Company Act, 2013 it is proposed to alter the MOA of the Company and replace by new MOA. As members are aware company is in the business of execution of Infrastructure projects.

The draft copy of Memorandum and Articles of Association of the Company shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and

Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the last date of E- Voting i.e. Tuesday 10<sup>th</sup> September 2024. The amendment shall be effective upon the Registration of the Resolution with the Registrar of Companies Hyderabad.

The proposed amendment to the Name Clause will reflect the activities to be carried on by the company.

Pursuant to Sections 13 / 14 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

As required in Regulation 45 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from the Statutory Auditor, practicing chartered accountant stating compliance with conditions provided in Regulation 45 (1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 can be accessed on the company website on the following link <https://www.jyothiinfra.com/investors.html>

The Board of Directors accordingly recommends the resolution set out at Item Numbers 5, 6 and 7 of the accompanying Notice for the approval of the Members.

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

#### **ITEM NUMBERS 8 & 9:**

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfil long term strategic and business objectives, it is proposed to increase in the borrowing limit to Rs. 500 crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 500 crores (Rupees Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 500 crores (Rupees Five Hundred Crores).

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company up to Rs. 500 crores (Rupees Five Hundred Crores) as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in **Item Numbers 8 & 9** of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

**ITEM NUMBER 10:**

As per the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members to: -

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -

60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

The Company has been looking around to tap on any appropriate opportunity that arises in its field to make investment. In order to enable the Company to invest/make loans/provide guarantees/security, approval of the members is hereby sought to make loan/investment/provide guarantees/security, for an amount not exceeding Rs. 500 Crores (Five Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out in **Item Number 10** of the Notice for approval of members of the Company by way of Special Resolution.

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

**ITEM NUMBER 11:**

The Registered Office of the Company is presently situated in the State of Telangana.

Shifting of registered office from the State of Telangana to the State of Maharashtra is the part of the future business planning of the Company, to expand its operation in the State. The proposed transfer will facilitate the Company to make optimum utilization of the opportunities available in the State of Maharashtra, the set targets and objectives, which would be in the interest of the Company and its members.

The Board is further of the view that the proposed shifting of the registered office would improve the access to new managerial talent and resources and facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently. It was therefore felt prudently that the operations of the company can be better managed if the registered office of the company is shifted from the State of Telangana to the State of Maharashtra. Further there is better growth for the business of the Company in the State of Maharashtra and has therefore propose to shift the registered office of the Company to the State of Maharashtra.

Section 13(4) and other applicable provisions if any of the Companies Act, 2013 read along with Companies (Incorporation) Rules, 2014 provides for shifting of the Registered Office from one state to

another state subject to the approval of the members, Central Government or the Regional Director, South East Region or any other relevant authorities.

The proposed change is not prejudicial to the interest of the Members, public at large, employees and other business associates of the company. The Board of Directors recommends the resolution set out at **Item Number 11** of the Notice for the approval of the members.

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

**ITEM NUMBER 12:**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of the Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Deepak Ratilal Mehta (Din: 00046696) as an Additional (Non-Executive & Non-Independent) Director with effect from 08<sup>th</sup> August 2024, liable to retire by rotation, subject to the approval of the members of the Company.

As per Regulation 17(1C) of Listing Regulations, the Company is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the members is being sought for the appointment of Mr. Deepak Ratilal Mehta as a Non-Executive & Non-Independent Director.

The Company has received from Mr. Deepak Ratilal Mehta

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and
- (ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, stating that he is not disqualified under Section 164(2) of the Act.

The Company has also ensured that he is not debarred from holding the office of a director by virtue of any SEBI order or any such other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Deepak Ratilal Mehta for appointment as a Non-Executive & Non-Independent Director of the Company.

Mr. Deepak Ratilal Mehta will be entitled to receive reimbursement of expenses, if any incurred for participating in various Board and Committee meetings of the Company.

The Board, accordingly, recommends passing of the ordinary resolution as set out in this Notice, for the approval of the Members.

The brief profile of Mr. Deepak Ratilal Mehta in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 is as below.

|               |  |
|---------------|--|
| Name          | Deepak Ratilal Mehta                     |
| DIN           | 00046696                                 |
| Designation   | Non-Executive & Non-Independent Director |
| Nationality   | Indian                                   |
| Age           | 55 years                                 |
| Qualification | Commerce Graduate                        |

|  |  |
|--|--|
| Experience/ Expertise in specific General Functional area                        | Mr Deepak Mehta is a Commerce Graduate with more than 20 years of experience in the field of Capital Market. |
| Terms and conditions of appointment / re-appointment                             | As mentioned in the resolution   |
| Details of Remuneration Sought to be paid  | N. A.  |
| Last Remuneration Drawn  | N. A.  |
| Date of First Appointment on the Board   | 08 <sup>th</sup> August 2024   |
| Shareholding in the Company  | Nil  |
| Relationship with other Directors/ Managers and Key Managerial Personnel         | None   |
| No. of Board meetings attended during financial year 2024-2025.                  | 1  |
| Other Directorship   | 1- Trio Mercantile And Trading Limited<br>2- Gajakarna Trading Private Limited                               |
| Chairman/ Member of the Committee of the Board of Directors of the other Company | None   |

Except for Mr. Deepak Ratilal Mehta and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**By the Order of the Board  
For Jyothi Infraventures Limited**

Sd/-

**Jhansi Sanivarapu**

**Whole Time Director & Chief Financial Officer**

**DIN: 03271569**

**Date: 16<sup>th</sup> August 2024**

**Place: Hyderabad, Telangana**

**Registered Office Address: -**

**Flat No 704 D Block Tower A, Aparna heights, Kondapur Main Road,  
Laxmi Nagar, Kondapur, Kondapur, K.V.Rangareddy, Serilingampally,  
Telangana, India, 500084.**

**JYOTHI INFRAVENTURES LIMITED**

**CIN: L45203TG1995PLC019867**

**Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084.**

**Email Id: cs@jyothiinfra.com | Ph-No: +91 8639410322 | Website: www.jyothiinfra.com**

**ATTENDANCE SLIP**

**TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING**

|                                 |           |
|---------------------------------|-----------|
| Name and Address of Shareholder | Folio No. |
| No. of Shares                   | Client ID |

I hereby record my presence at the Extra-Ordinary General Meeting held on Wednesday 11th September 2024 at 11 AM At Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor Hsr Summit Banjara Hills Road No 10 Hyderabad 500034.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

\_\_\_\_\_  
Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

**ELECTRONIC VOTING PARTICULARS**

| Electronic Voting Event Number (EVEN) | User ID | Password |
|---------------------------------------|---------|----------|
|                                       |         |          |

**JYOTHI INFRAVENTURES LIMITED**  
**CIN: L45203TG1995PLC019867**

**Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084.**

**Email Id: cs@jyothiinfra.com | Ph-No: +91 8639410322 | Website: www.jyothiinfra.com**

**PROXY FORM**

|                                 |  |
|---------------------------------|--|
| Name of the Member(S):          |  |
| Registered Address:             |  |
| Email -id:                      |  |
| Folio No. DP ID: and Client ID: |  |

I/We, being the member (s) of \_\_\_\_\_ shares of the above-named Company, hereby appoint

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email-id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email-id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email-id: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting to be held on Wednesday 11th September 2024 at 11 AM At Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor Hsr Summit Banjara Hills Road No 10 Hyderabad 500034 and at any adjournment thereof in respect of such Resolutions as are indicated below:

| ITEM NUMBER | RESOLUTION  | ASSENT | DISSENT |
|-------------|---|--------|---------|
| 1.          | INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.  |        |         |
| 2.          | TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER FOR CONSIDERATION OTHER THAN CASH. |        |         |
| 3.          | TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH. |        |         |
| 4.          | TO CONSIDER AND APPROVE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON   |        |         |

|     |   |  |  |
|-----|---|--|--|
|     | PREFERENTIAL BASIS TO THE NON-PROMOTER PUBLIC CATEGORY INVESTOR FOR CASH.   |  |  |
| 5.  | ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.  |  |  |
| 6.  | ALTERATION OF MEMORANDUM OF ASSOCIATION.  |  |  |
| 7.  | CHANGE IN NAME OF THE COMPANY.  |  |  |
| 8.  | INCREASE IN BORROWING LIMITS.   |  |  |
| 9.  | POWER TO CREATE CHARGE ON THE ASSETS OF THE COMPANY TO SECURE BORROWINGS PURSUANT TO SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013.  |  |  |
| 10. | INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS/EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS/ BODIES CORPORATE. |  |  |
| 11. | SHIFTING OF REGISTERED OFFICE FROM THE STATE OF TELANGANA TO THE STATE OF MAHARASHTRA.  |  |  |
| 12. | APPOINTMENT OF MR. DEEPAK RATILAL MEHTA (DIN: 00046696) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.   |  |  |

Signed this..... day of.....2024

Signature of shareholder .....

Signature of Proxy holder(s) .....

|                           |
|---------------------------|
| Affix<br>Revenue<br>Stamp |
|---------------------------|

**Note:**

(i) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

(ii) For the resolutions, explanatory statements and notes, please refer to the notice of Extra-Ordinary General Meeting.

(iii) It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

(iv) Please complete all details including details of member(s) in the above box before submission.



**JYOTHI INFRAVENTURES LIMITED**

**CIN: L45203TG1995PLC019867**

**Registered Office: Flat No: 704, "D" Block, Tower A, Aparna heights, Kondapur Main Road, Laxmi Nagar, Kondapur, Hyderabad, Telangana. 500084.**

**Email Id: cs@jyothiinfra.com | Ph-No: +91 8639410322 | Website: www.jyothiinfra.com**

**ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS**

|   |  |
|---|--|
| 1.Name(s)& Registered Address of the sole / first named member  |  |
| 2.Name(s) of the Joint-Holder(s):(if any)   |  |
| 3.<br>i)Registered Folio No:<br>ii)DPID No & Client ID No. (Applicable to members holding shares dematerialized form) |  |
| 4. Number of Shares(s) held   |  |

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of Extra Ordinary General meeting of Jyothi Infraventures Limited to be held on Wednesday 11th September 2024 at 11 AM At Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor Hsr Summit Banjara Hills Road No 10 Hyderabad 500034 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Place

Date

Signature of the Shareholder Authorized Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form is 5.00 pm on 10<sup>th</sup> September 2024.
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

**General Instructions:**

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent / dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting advice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be considered as invalid.
2. The notice of Extra Ordinary General is e-mailed to the members whose names appear on the Register of Members as on 16<sup>th</sup> August 2024 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on 04<sup>th</sup> September 2024.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

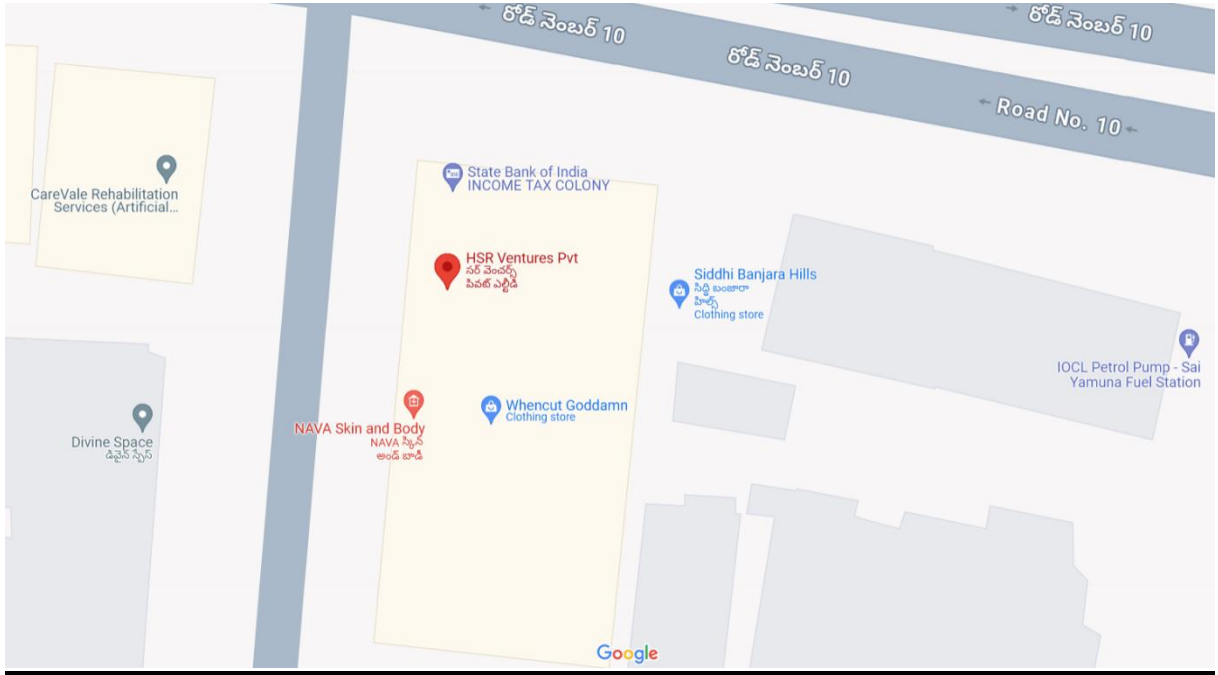
**Instructions for voting physically on Assent / Dissent Form:**

1. A member desiring to exercise vote by Assent/Dissent should complete this Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on 10<sup>th</sup> September 2024. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Share holder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (√) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

## ROUTE MAP OF THE AGM VENUE

Venue: Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor Hsr Summit Banjara Hills Road No 10 Hyderabad 500034.



Closest Railway Station / Bus Stop: Zaheera Nagar Bus Stop