



January 25, 2025

To
The Listing Department
BSE Limited
P. J. Towers, 1st Floor
Dalal Street
Mumbai – 400 001

Ref: Scrip Code in BSE - 536073

Sub: Intimation of Postal Ballot Notice

Dear Sir/Madam,

This is to inform you that in continuation with the announcement, Outcome of Board Meeting dated January 24, 2025, please find herewith a copy of Notice of Postal Ballot.

The Notice of Postal Ballot has been dispatched to the shareholders of the Company today i.e. January 25, 2025 as per the provisions of section 108 & 110 of the Companies Act, 2013 read with the Companies (Management And Administration) Rules, 2014, the Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modifications or re-enactment thereof for the time being in force).

Remote E-voting period shall commence on Monday, January 27, 2025 (09:00 A.M. IST) and ends on Tuesday, February 25, 2025 (05:00 P.M. IST) (both days inclusive).

These are also being made available on the website of the Company at www.julieninfra.com.

You are requested to take the above information on records.

Thanking you,

Yours Faithfully,

For Julien Agro Infratech Limited

Puja Jain

Puja Jain
(Company Secretary/Compliance Officer)
ACS No. – 38570



JULIEN AGRO INFRATECH LIMITED

(Formerly : SILVERPOINT INFRATECH LIMITED)

85, Bentick Street, 5th Floor, Yashoda Chamber, Room No. 6, Kolkata- 700 001

Tel . 91.8232062881, Website : www.julieninfra.com, E-mail : info@julieninfra.com, CIN : **L45400WB1997PLC083457**

1282196181997PLC083457



JULIEN AGRO INFRA TECH LIMITED

CIN : L28219WB1997PLC083457

Registered Office : 85 Bentick Street, 5th Floor, "Yashoda Chamber", Room No. 6, Kolkata – 700 001

Contact No. 91 82320 62881; **E-mail :** info@julieninfra.com; **Website :** www.julieninfra.com

Postal Ballot Notice

Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014

REMOTE E-VOTING STARTS ON	REMOTE E-VOTING ENDS ON
Monday, January 27, 2025	Tuesday, February 25, 2025

Dear Shareholder(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the Members of Julien Agro Infratech Limited ("the Company") by means of Postal Ballot through remote electronic voting ("remote E-voting") pursuant to the provisions of Sections 108, 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") [including any statutory modifications or re-enactments thereof, for the time being in force] and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting Postal Ballot through remote E-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations (if any).

The Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

In compliance with the MCA Circulars and pursuant to Section 110 of the Act and the Rules made thereunder, the Company will send Postal Ballot Notice only by e-mail to all its shareholders who have registered their e-mail addresses with the Company/ Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants and physical copy of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, shareholders are required to communicate their assent or dissent through the remote E-voting process only.

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed M/s. Pooja Bansal, (CP: 18524) Practicing Company Secretary, as Scrutinizer for conducting this Postal Ballot process through remote E-voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR Regulations and the MCA Circulars, the Company has provided remote E-voting facility only for this Postal Ballot process. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote E-voting facility to the Members of the Company. Please refer instructions for remote E-voting given after the proposed resolutions for the process and manner in which remote E-voting is to be carried out.



Remote E-voting period shall commence on Monday, January 27, 2025 (9:00 A.M. IST) and end on Tuesday, February 25, 2025 (5:00 P.M. IST). Members are requested to carefully read the instructions while expressing their assent or dissent and cast vote through remote E-voting not later than the close of working hours at 5:00 P.M. (IST) on Tuesday, February 25, 2025.

Upon completion of remote E-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same. The results of Postal Ballot will be announced on or before 5:00 P.M. (IST), Thursday, February 27, 2025 at the Corporate Office of the Company. The results along with the Scrutinizer's report would be displayed at the Registered Office of the Company and shall be submitted to the BSE Limited where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website viz. www.julieninfra.com and on website of NSDL viz. <https://www.evoting.nsdl.com>.

SPECIAL BUSINESS:

ITEM NO. 1

ISSUANCE OF 20,000,000 FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO NON PROMOTER CATEGORY

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

“RESOLVED THAT in accordance with the provisions of Section 23, 42, 62 of the Companies Act, 2013(the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations” or “ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“LODR Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or the BSE Limited (“Stock Exchange(s)”), where the Equity Shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India (“RBI”), Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, 20,000,000 (Two Crores) numbers of Fully Convertible Equity Warrants (hereinafter referred to as “Convertible Warrants”) at an exercise price of ₹ 13.50/- (Rupees Thirteen and Fifty Paise Only) per underlying Equity share of the Face Value of ₹ 5/- (Rupees Five each) (with a premium of ₹ 8.50/- (Rupees Eight and Fifty Paise Only) per share which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each convertible into 1 (One) Equity Share of Face Value of ₹5/- (Rupees Five Only) each (“the Equity Shares”), aggregating up-to ₹ 27,00,00,000 /- (Rupees Twenty Seven Crores Only), for cash, to the person(s) belonging to Non- Promoter Group Category (hereinafter referred as “Proposed Allottee (s)”) as more particularly enlisted in the Explanatory Statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of



issue price of Warrants is taken to be January 24, 2025 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote E-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Tuesday, February 25, 2025.

RESOLVED FURTHER THAT aforesaid Issue of Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- i. the proposed allottee (s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed allottee(s) before/at the time of exercising the Conversion of Warrant.
- ii. The consideration for allotment of warrants arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottee(s).
- iii. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv. The Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
- v. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- viii. The resulting Equity share shall rank pari-passu with the then existing fully paid-up Equity Shares of the Company including as to Dividend and voting Rights etc.
- ix. The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- x. **the entire pre-preferential allotment Equity shareholding of the proposed allottee(s), if any, shall be subject to lock-in as**

per Regulation 167(6) of the ICDR Regulations.

- xi. the Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- xiii. The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any rights(including any dividend or voting rights) in the Company in respect of such Equity Warrants;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approval, listing of Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

ITEM NO. 2

TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s)and reenactment(s) thereof for the time being in force) and the rules framed thereunder and the provision of Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchange(s) or any other authority under any other Law for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 21,00,00,000/- (Twenty One Crores) consisting of 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Face Value ₹ 5/- (Rupees Five only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores) consisting of 6,00,00,000 (Six Crores) Equity Shares of Face Value ₹ 5/- (Rupee Five) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:



**Julien Agro
Infratech Limited**

V. The Authorized Share Capital of the Company is 30,00,00,000/- (Rupees Thirty Crores) consisting of consisting of 6,00,00,000 (Six Crores) Equity Shares of Face Value ₹ 5/- (Rupee Five) each.

RESOLVED FURTHER THAT Mr. Lalit Sureka, Managing Director and Ms. Puja Jain, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

For & On behalf of the Board
Julien Agro Infratech Limited

Place : Kolkata

Date : January 24, 2025

Puja Jain
(Company Secretary/Compliance Officer)
Membership No. 38570

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. A Statement giving relevant details of Item No. 1 and 2 of the accompanying Notice, as required under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure –A**.
2. In compliance with the circulars issued by the Ministry of Corporate Affairs for inter-alia conducting Postal Ballot through E-voting vide General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India (“SS-2”), this Postal Ballot Notice along with Explanatory Statement (“Notice”) and remote E-voting instructions are being sent only by e-mail to all those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depository/Depository Participants (“DP”) and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 08, 2024.

Members may note that this Notice will also be available on Company’s website (www.julieninfra.com), Stock Exchange website (www.bseindia.com) and National Securities Depository Limited (‘NSDL’) website (www.evoting.nsdl.com).

3. In compliance with the requirements of MCA Circulars, physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote E-voting process only.
4. Voting right of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on Friday, January 17, 2025. (“Cut-off date”). A person, whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote E-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
5. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, Members are provided with the facility to cast their vote electronically through remote E-voting services provided by NSDL. Instructions for remote E-voting are provided in the Notice.
6. Remote E-voting period shall commence on Monday, January 27, 2025 (9:00 A.M. IST) and end on Tuesday, February 25, 2025 (5:00 P.M. IST). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, January 17, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/ Depository Participants), may cast their vote electronically in respect of the resolutions as set out in this Notice only through remote E-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter.
7. During the remote E-voting period, Members can login at NSDL E-voting platform any number of times till they have voted on the resolution(s). Once the vote on resolution(s) is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the Vote again.

8. Results of Postal Ballot will be announced on or before 5:00 P.M. (IST) on Thursday, February 27, 2025 at Corporate Office of the Company. The results declared along with the Scrutinizer’s Report would be displayed at the Registered of the Company, will be submitted with BSE Limited where the shares of the Company are presently listed. Additionally, the results along with the Scrutinizer’s Report will also be uploaded on the Company’s website viz. www.julieninfra.com and on and on website of NSDL viz. <https://www.evoting.nsdl.com>.
9. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e- voting i.e. Tuesday, February 25, 2025.
10. Members holding shares in physical form and who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to Compliance Officer of the Company at info@julieninfra.com or by sending a request to C.B Management Services Private Limited, Registrar and Share Transfer Agent (‘RTA’). Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
21. The instructions and other information relating to E-voting are as under:

Step 1: Log-in to NSDL E-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL E-voting system

How do I vote electronically using NSDL E-voting system?

The way to vote electronically on NSDL E-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL E-voting system

A) Login method for E-voting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-voting facility.

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

Type of shareholders	Login Method
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InfraTech Limited

<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none">Existing IDEAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-voting services under Value added services. Click on “Access to E-voting” under E-voting services and you will be able to see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be re-directed to E-voting website of NSDL for casting your vote during the remote E-voting period.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the E-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of E-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see E-voting page. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach E-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &



	<p>New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 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. Additionally, there is also links provided to access the system of all E-voting Service Providers, so that the user can visit the E-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN No. from a E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the E-voting option where the evoting is in progress and also able to directly access the system of all E-voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for E-voting facility. upon logging in, you will be able to see E-voting option. Click on E-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or E-voting service provider i.e. NSDL and you will be redirected to E-voting website of NSDL for casting your vote during the remote E-voting period.</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. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>



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Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL E-voting website?

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for E-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL E-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?



- (i) If your email ID is registered in your demat account or with the company, your 'initial password' communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of E-voting will open.

Step 2: Cast your vote electronically on NSDL E-voting system.

How to cast your vote electronically on NSDL E-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote E-voting period.
3. Now you are ready for E-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pujab35@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**E-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@julieninfra.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@julieninfra.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for E-voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for E-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on E-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access E-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1 (Special Resolution)

Particulars of the Offer including details of Board Resolution passed

The Board of Directors of the Company (“Board”) at their meeting held on the January 16, 2025, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have re-considered and decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ICDR Regulations”), the following securities :

up to an aggregate of 2,00,00,000 (Two Crores) numbers of Fully Convertible Warrants (“Convertible Warrants”), convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 5/- (Rupees Five only) each of the Company, at an exercise price of ₹ 13.50/- (Rupees Thirteen and Fifty Paise only) (including a premium of ₹ 8.50/-) per Equity share or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher,

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

A. The Objects of the issue through preferential offer:

The Company requires infusion of funds to augment the long term resources of the Company for meeting funding requirements of its business activities i.e to undertake long term construction/ infrastructure activities, strengthen balance sheet, maintain adequate liquidity for the smooth working of the Company without hassle, pursue growth opportunities in the new line of business i.e agro business and also to extend financial support for the running, planning, development or diversification of new business undertaken by the Company for implementing or executing its projects or brand building and also for general corporate and other purposes.

B. Maximum Number of specified securities to be issued:

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with ICDR Regulations, up to an aggregate of 2,00,00,000 (Two Crores only) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 5/- (Rupees Five only) each of the Company. Further, no assets of the Company are charged as Securities for the said Preferential Issue.

- C.** The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold or transferred any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

- D.** The names of the Proposed Allottee(s) and their status after preferential issue is as under:

a. Issue of Convertible Warrants to following person(s) belonging to the Non-Promoter Group Category:



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SL. NO.	NAME OF THE PROPOSED ALLOTTEE(S)	CURRENT STATUS	PAN	PROPOSED STATUS	NO. OF CONVERTIBLE WARRANTS
1.	LINKPLAN SHOPPERS PRIVATE LIMITED	PUBLIC	AACCL2873M	NON-PROMOTER	25,00,000
2.	KAIZEN AGRO INFRABUILD LIMITED	PUBLIC	AAFCA5482J	NON-PROMOTER	50,00,000
3.	BABA BHOOHNATH COMMODEAL PRIVATE LIMITED	PUBLIC	AABCH6884K	NON-PROMOTER	15,00,000
4.	BABA BHOOHNATH EXIM PRIVATE LIMITED	PUBLIC	AACCD3167C	NON-PROMOTER	15,00,000
5.	BABA BHOOHNATH TOURS AND TRAVELS PRIVATE LIMITED	PUBLIC	AAECB8946K	NON-PROMOTER	20,00,000
6.	ABHISHEK CHOKHNAI HUF	PUBLIC	AAOHA7535C	NON-PROMOTER	15,00,000
7.	JIWANDEEP ADVISORY LLP	PUBLIC	AAQFV5075Q	NON-PROMOTER	35,00,000
8.	RASHYAP IMPEX PRIVATE LIMITED	PUBLIC	AABCR2741M	NON-PROMOTER	25,00,000
				TOTAL	20,00,000

E. Intent of the promoters, Directors or key management personnel (KMP) of the issuer to subscribe to the offer:

Apart from the Proposed Allottee(s) categorized as Non-Promoter Group for the Convertible Warrants, as mentioned in Table D (a) above, no promoter or any Director or key management person intend to subscribe to the present preferential issue.

F. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants and Equity Shares is January 24, 2025 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote E-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Tuesday, February 25, 2025.

G. Pending Preferential Issue

Presently there has been no preferential issue pending or in process except as proposed in this notice.

H. Basis on which the price has been arrived and Valuation Report

In case of the frequently traded Shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as:

- the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher



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than that determined under these regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

The Shares of the Company are listed and traded on BSE Ltd (BSE). As per the trading volume data available on the Stock Exchange.

Further as per regulation 164(4)(a) a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

Further, as per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered Valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee(s), the pricing of the Convertible Warrants to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded Shares): Or
- ii. Price determined as per provisions of the Regulation 164 (4) of the SEBI ICDR Regulations (in case of frequently traded Shares):
- iii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated January 24, 2025 by CA Jainam Hitesh Shah, Registered Valuer (Securities of Financial Assets) Regn. No. IBBI/RV/07/2020/13500, 410 Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai – 400 092 and the copy of the same has been hosted on the website www.julieninfra.com. As per the Valuation Report, the minimum price, in terms of Regulation 164(1), 164(4) and 166A(1) of the SEBI ICDR Regulations, 2018, at which Convertible Warrants or Equity Shares can be issued is ₹ 13.44/- (Rupees Thirteen and Forty Four Paise approx. only).

It is proposed that the Convertible Warrants shall be issued at an exercise price of ₹ 13.50/- per underlying Equity share of the Face Value of ₹ 5/- each (including a premium of ₹ 8.50/- per Equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018.

Accordingly, the proposed issue price is more than the price determined under Regulation 164(1), 164(4) and Regulation 166A of the SEBI (ICDR) Regulations, 2018. Since there is no capitalization of profit, right issue, bonus issue, re-classification of Shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.



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Justification for allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer : Not Applicable

I. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Convertible Warrants/Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants/Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

J. Payment of Consideration:

For Convertible Warrants: In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to atleast 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

The consideration for the convertible warrants and Equity Shares are payable in cash and has to be paid by the allottee from its respective bank account and in case of joint holders, shall be received from the bank account of the person whose name appears in the application.

K. Dues toward SEBI, Stock Exchange(s) or Depositories: There is no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

L. Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

M. The shareholding pattern of the issuer Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non-promoters are as follows:

S. NO.	CATEGORY	PRE ISSUE NO. OF SHARES	PRE- ISSUE %	POST ISSUE NO. SHARES	POST ISSUE %
A. PROMOTER AND PROMOTER GROUP					
a.	Individual	69414	0.23	69414	0.12
b.	Body Corporate	18105254	45.75	18105254	30.39
	TOTAL NON- PUBLIC SHAREHOLDING (A)	18174668	45.92	18174668	30.51
B. NON PROMOTER GROUP					
1	INSTITUTIONS(FOREIGN)				
	Foreign Portfolio Investors Category I	403000	1.02	403000	0.68
	TOTAL (B) 1	403000	1.02	403000	0.68
2	NON-INSTITUTIONS				
	Individuals	8150361	20.59	8150361	13.68
	Bodies Corporate	12064715	30.48	27064715	45.43
	HUF	119700	0.30	1619700	2.72
	Limited Liability Partnership (LLP)	-	-	3500000	5.87
	Non Resident Indians (NRIs)	463412	1.17	463412	0.78
	Other (Clearing Member,)	202144	0.51	202144	0.38
	TOTAL PUBLIC SHAREHOLDING (B)	21403332	54.07	41403332	69.49
	TOTAL (A+B)	39578000	100.00	59578000	100.00

Notes :

1. The Pre Preferential Shareholding pattern is as on January 15, 2025
2. The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No. 1 into Equity Shares.

N. Time frame within which the preferential issue shall be completed:

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Convertible Warrants and Equity Shares to proposed allottee(s) pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed allottee(s) of Convertible Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.



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- O.** Particulars of the proposed allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee(s), the percentage of post Preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the Preferential Issue:

Sl. No	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding & (%)		Present issue of Fully Convertible Warrants	Post- preferential holding & (%) (assuming full Conversion)	
				No. of Shares	%		Post holding	%
1.	LINKPLAN SHOPPERS PRIVATE LIMITED	AACCL2873M	SHAMBHU KUMAR AGARWAL	-	-	25,00,000	25,00,000	4.20
2.	KAIZEN AGRO INFRABUILD LIMITED	AAFCA5482J	DINESH AGARWAL	-	-	50,00,000	50,00,000	8.39
3.	BABA BHoothNATH COMMODEAL PRIVATE LIMITED	AABCH6884K	Rajesh Kumar Kedia	-	-	15,00,000	15,00,000	2.52
4.	BABA BHoothNATH EXIM PRIVATE LIMITED	AACCD3167C	Rajesh Kumar Kedia	-	-	15,00,000	15,00,000	2.52
5.	BABA BHoothNATH TOURS AND TRAVELS PRIVATE LIMITED	AAECB8946K	Rajesh Kumar Kedia	-	-	20,00,000	20,00,000	3.36
6.	ABHISHEK CHOKHANI HUF	AAOHA7535C	ABHISHEK CHOKHANI	-	-	15,00,000	15,00,000	2.52
7.	JIWANDEEP ADVISORY LLP	AAQFV5075Q	ABHISHEK CHOKHANI	-	-	35,00,000	35,00,000	5.87
8.	RASHYAP IMPEX PRIVATE LIMITED	AABCR2741M	Kishor G Patil	-	-	25,00,000	25,00,000	4.20

- (1) The details of the natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee(s) will be beneficially Shareholder of the Equity Shares that may be allotted.
- (2) The Pre-issue Shareholding is as on January 15, 2025.
- (3) There shall not be change in control consequent to the present preferential issue of Fully Convertible Warrants.

P. Lock in Requirement

The lock-in of the Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of six months from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018.

The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Non Promoter Group, shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.



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Provided that warrants which are not listed on stock exchanges, such securities shall be locked in for a period of 90 trading days from the date of allotment.

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

Q. Undertaking

- Neither the Company nor its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- As per the information available with the Company and confirmed by the Directors/promoters/KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted warrants/Equity Shareholders in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Promoter (including promoter group) under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such amount is paid by the allottee(s).
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange, where the Equity Shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

R. Practicing Company Secretary's Certificate:

The certificate from Mrs. Pooja Bansal, the Practicing Peer Review Company Secretary (Membership No. 50458 and CP No. 18524) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, shall be available for inspection on the website of the Company at www.julieninfra.com upto Tuesday, February 25, 2025. (end date of Postal Ballot).

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons belonging to the Promoter, Promoter Group and Non Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item No. 1 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

Mr. Lalit Sureka, Managing Director of the Company and their relatives are not interested in the Special Resolution as Promoters/promoter group, Directors and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 1 of this Notice.



Item No. 2 (Ordinary Resolution)

The Current Authorized Capital of the Company from the present ₹ 21,00,00,000/- (Twenty One Crores) consisting of 4,20,00,000 (Four Crores Twenty Lakhs) Equity Shares of Face Value ₹ 5/- (Rupees Five only) each to ₹ 30,00,00,000/- (Rupees Thirty Crores) consisting of 6,00,00,000 (Six Crores) Equity Shares of Face Value ₹ 5/- (Rupee Five each) to facilitate fund raising in future via issuance of Equity Shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in Item No. 2 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

“The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the Shares held by them.”

(v) The existing Clause V i.e Capital Clause of the MOA will be altered as:

“The Authorized Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores) consisting of 6,00,00,000 (Six Crores) Equity Shares of Face Value ₹ 5/- (Rupee Five) each with such with such rights, privileges & conditions attaching there to as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the Company and to divide the Shares in capital for the time being into several classes and to attach there to respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

It is perceived to be in the best interest of the Company to align with the new set of changes executed in the MOA & AOA with the provisions of the Act. Accordingly, it is considered expedient to substitute the existing set of MOA & AOA with the existing change.

A copy of amended and restated MOA and AOA of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day and are also available on the website of the Company at www.anubhavinfrasturture.com

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business of the Notice. The Board of Directors of the Company recommend the resolutions set out at item nos. 1 & 2 for approval of the Members as Special & Ordinary Resolutions.

For & On behalf of the Board
Julien Agro Infratech Limited

Puja Jain

(Company Secretary/Compliance Officer)

Membership No. 38570

Place : Kolkata

Date : January 24, 2025