



JET INFRAVENTURE LIMITED

May 30, 2024

To,
The Corporate Services Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001
BSE Code - 538794

Ref: Regulation 29, 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub.: Intimation of Extra-Ordinary General Meeting, E-voting and Relevant Date

The Notice convening Extraordinary General Meeting (EGM) of the Members of the Company scheduled to be held on **Tuesday, 25th June, 2024** at 10:30 a.m. at the registered office of the Company at Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067 is enclosed herewith.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Regulations, the Company is pleased to provide E-Voting facility (through CDSL) to its members, to cast their vote electronically for all resolutions proposed at the aforesaid EGM.

The remote e-voting period commences on **Saturday, 22nd June, 2024 (9:00 a.m.)** and ends on **Monday, 24th June, 2024 (5:00 p.m.)**. The cut-off date for the purpose of remote e-voting and voting at the EGM is **Tuesday, 18th June, 2024**.

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed preferential allotment is Friday, 24th May, 2024. Please note that 26th May, 2024 (Sunday) being the date 30 days prior to 25th June, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e. 24th May, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

This is for your information and record. The above information is also available on the website of the Company www.jetinfra.com.

Thanking you,

Yours Sincerely
For Jet Infraventure Limited

Krunal Shah
Company Secretary & Compliance Officer

Encl: a/a



JET INFRAVENTURE LIMITED

CIN: L45400MH2001PLC133483

Registered Office: Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp Laljipada Police Chowki, Kandivali (West), Mumbai 400067

Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com

NOTICE

NOTICE is hereby given that Extra-Ordinary General Meeting (**EGM**) of the Members of Jet Infraventure Limited (**'the Company'**) will be held on **Tuesday, 25th June, 2024** at 10:30 a.m. IST at the registered office of the Company situated at Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067 to transact the following Special Businesses:

1. APPOINTMENT OF MR. NIRAV MODI (DIN: 08511481) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and any other provisions and the Articles of Association of Company, and basis the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, **Mr. Nirav Modi (DIN: 08511481)** who was appointed by the Board of Directors as an Additional Director (in the category of Independent Director) of the Company w.e.f. May 29, 2024, to hold office up to the date of the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from **May 29, 2024 to May 28, 2029 (both days inclusive)** and who would not be liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company (including its Committee thereof, if any) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard."

2. RECLASSIFICATION AND INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT 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 Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the consent of the members be and is hereby accorded to reclassify the existing Authorized Share Capital of the Company of Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 4596000 (Forty-Five Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- each and 904000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each in to **Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5500000 (Fifty Five Lakhs) Equity Shares of Rs.10/- each**, after cancelling the existing unissued preference share capital comprising of 904000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.



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RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5500000 (Fifty Five Lakhs) Equity Shares of Rs.10/- each to **Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14000000 (One Crore Forty Lakhs) Equity Shares of Re. 10/- each** by way of creation of additional 8500000 (Eighty Five Lakhs) Equity Shares of face value of Rs.10/- 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:

“V(a) The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14000000 (One Crore Forty Lakhs) Equity Shares of Rs.10/- each.”

RESOLVED FURTHER THAT any of the Directors and / or Company Secretary of the Company be and is hereby authorized to do all such things, acts, deeds and matters as may be considered necessary, usual, proper or expedient to give effect to the above resolution, including but not limited to incorporation of amendment / suggestion / observation made by the jurisdictional Registrar of Companies, to the extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

3. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

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 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (the “Act”), the Memorandum and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Foreign Exchange Management Act, 1999, the Reserve Bank of India and rules and regulations framed there under as amended, the Securities and Exchange Board of India (“SEBI”), including the SEBI (**Listing Obligations and Disclosure Requirements) Regulations, 2015** as amended from time to time (“Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (**the “Takeover Regulations”**) as in force the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (**the “SEBI (ICDR) Regulations”**) to the extent applicable and approvals including from the BSE Limited (the “Stock Exchanges”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case maybe by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a preferential basis at an appropriate time,

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in one or more tranches, up to **85,00,000 (Eighty Five Lakh)** fully paid up equity shares (“Equity Shares”) of face value of **Rs.10/- (Rupees Ten only)** each at an issue price of **Rs. 16.25/- (Rupees Sixteen and Twenty Five Paise only)** including a premium of **Rs. 6.25/- (Rupees Six and Twenty Five Paise only)** each aggregating upto **Rs. 13,81,25,000/- (Rupees Thirteen Crores Eighty-One Lakhs Twenty-Five Thousand Only)** (“Preferential Issue”), to the persons mentioned herein below (collectively referred to as “Proposed Allottees”) as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the members in the manner provided hereunder:

SN	Name of Applicant (Proposed Allottee)	Category	Maximum No. of equity shares proposed to be allotted upto	Consideration (Amount in Rs.)
1	Hitesh Ramniklal Mehta	Public	116000	18,85,000
2	Hitesh R Mehta HUF	Public	84000	13,65,000
3	Chetna Hitesh Mehta	Public	72000	11,70,000
4	Sonali Hitesh Mehta	Public	76000	12,35,000
5	Vaibhav Atul Doshi	Public	76000	12,35,000
6	Jatin Ramniklal Mehta	Public	120000	19,50,000
7	Jatin R Mehta HUF	Public	108000	17,55,000
8	Rushil Jaimesh Sheth	Public	80000	13,00,000
9	Krina Jaimesh Sheth	Public	72000	11,70,000
10	Mahendra Damodar Hathi	Public	48000	7,80,000
11	Suketu Shashikant Doshi	Public	96000	15,60,000
12	Zarana Suketu Doshi	Public	88000	14,30,000
13	Nilang Kirit Shah	Public	40000	6,50,000
14	Deval Prakash Bhutta	Public	36000	5,85,000
15	Nainesh Kanaiyalal Doshi	Public	40000	6,50,000
16	Prashant Rameshchandra Mehta	Public	100000	16,25,000
17	Ritaben Prashantbhai Mehta	Public	48000	7,80,000
18	Jay Prashant Mehta	Public	52000	8,45,000
19	Kavya Jaybhai Mehta	Public	48000	7,80,000
20	Deep Gunjan Mehta	Public	100000	16,25,000
21	Gunjan Rameshchandra Mehta HUF	Public	100000	16,25,000
22	Prashant Rameshchandra Mehta HUF	Public	52000	8,45,000
23	Tejas Hashmukhrai Sheth	Public	120000	19,50,000
24	Pina Tejas Sheth	Public	120000	19,50,000
25	Hansaben Rajnikant Buddhdev	Public	140000	22,75,000
26	Rinku Sanjaykumar Shah	Public	76000	12,35,000

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27	Ankit Haresh Kothari	Public	52000	8,45,000
28	Malav Haresh Kothari	Public	48000	7,80,000
29	Hemlata Bipin Shah	Public	100000	16,25,000
30	Bipin Keshavlal Shah	Public	100000	16,25,000
31	Manish Achratlal Parikh	Public	100000	16,25,000
32	Jigisha Mehul Vithalani	Public	20000	3,25,000
33	Harsha Atul Shah	Public	20000	3,25,000
34	Saachi Kamlesh Shah	Public	40000	6,50,000
35	Vasantbhai Gagalbhai Shah	Public	44000	7,15,000
36	Manan Chetan Shah	Public	40000	6,50,000
37	Vidhyut Popatlal Parikh	Public	100000	16,25,000
38	Jignesh Arvind Shah	Public	20000	3,25,000
39	Tina Jignesh Shah	Public	20000	3,25,000
40	Vidhi Shahil Shah	Public	32000	5,20,000
41	Antima Rishabh Babel	Public	124000	20,15,000
42	Leena Vinod Mehta	Public	124000	20,15,000
43	Jigna Dharmendra Kothari	Public	76000	12,35,000
44	Dharmendra Sumanchandra Kothari	Public	52000	8,45,000
45	Janak Panchal	Public	600000	97,50,000
46	Sangita Tundiya	Public	556000	90,35,000
47	Dipika Shah	Public	240000	39,00,000
48	Parag Shah	Public	300000	48,75,000
49	Pathan Altaf	Public	576000	93,60,000
50	Satyanarayan J Kabra	Public	208000	33,80,000
51	Varun Krishnavtar Kabra	Public	148000	24,05,000
52	Sarojidevi S Kabra	Public	152000	24,70,000
53	Krishna Awtar Kabra	Public	152000	24,70,000
54	Mayadevi K Kabra	Public	152000	24,70,000
55	Jyothi Kailash Kabra	Public	152000	24,70,000
56	Kabra Priya	Public	200000	32,50,000
57	Kailash Kabra	Public	200000	32,50,000
58	Krishna Awtar Jagannath Kabra HUF	Public	200000	32,50,000
59	Amit Maheshwari	Public	240000	39,00,000
60	Seema Raghunath Aggarwal	Public	248000	40,30,000
61	Nirav Nalin Shah	Public	28000	4,55,000



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62	Riddhi Nirav Shah	Public	28000	4,55,000
63	Hitesh Suresh Shah	Public	120000	19,50,000
64	Priti Hitesh Shah	Public	100000	16,25,000
65	Nitin Morlidhar Shah	Public	120000	19,50,000
66	Krunal Nitin Shah	Public	120000	19,50,000
67	Dipesh Dhirajlal Maru	Public	220000	35,75,000
68	Riddhi Krunal Shah	Public	220000	35,75,000
TOTAL			8500000	13,81,25,000

RESOLVED FURTHER THAT the “**Relevant Date**” for the issue and allotment of the equity shares by way of a preferential issue, as per the SEBI (ICDR) Regulations, 2018 for determination of minimum price for the issue of said equity shares is **Friday, 24th May, 2024** (26th May, 2024 being the date 30 days prior to 25th June, 2024 is a Sunday), being 30 days prior to date on which the resolution is deemed to be passed i.e., the date of Extra Ordinary General Meeting (**25th June, 2024**).

RESOLVED FURTHER THAT the aforesaid preferential issue of Equity Shares shall be subject to the following terms and conditions:

- a) The equity shares shall be issued and allotted by the Company to the Proposed Allottees in one or more tranches in dematerialized form within period of 15 (fifteen) days from the date of passing of this Special Resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval or permission;
- b) The Equity Shares so offered, issued and allotted to the proposed allottee, shall be issued by the Company for cash consideration;
- c) The equity shares to be offered, issued and allotted shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend, if any and voting rights;
- d) The equity shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of SEBI (ICDR) Regulations, 2018, and applicable laws, as amended from time to time;
- e) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable laws, as amended from time to time;
- f) The equity shares so offered, issued and allotted will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- g) The equity shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove;



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- h) The Allottees shall be required to bring in 100% of the consideration for the relevant Subscription Shares on or before the Date of Allotment thereof.
 - i) The consideration for allotment of the relevant Subscription Shares shall be paid to the Company from the bank account of Allottees, respectively.
 - j) The issuer is 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) Regulations, 2015, as amended, and any circular or notification issued by the Board thereunder.

RESOLVED FURTHER THAT subject to the approvals required under applicable laws, consent of the members be and is hereby accorded to the Board to record the name and details of the Proposed Allottees in Form PAS-5 and issue an offer cum application letter in Form PAS-4, or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions (“**Offer Document**”) to the Proposed Allottee inviting them to subscribe to the Subscription Shares after passing and filing this special resolution to concerned Registrar of Companies and after receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited, in accordance with the provisions of the Act and applicable law and within the timelines prescribed under the applicable laws

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act 2013 and the SEBI (ICDR) Regulations, 2018 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 Whole Time Director/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution 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 Company hereby takes note of the certificate from the Practicing Company Secretary certifying that the above issue of the Equity Shares is being made in accordance with the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottees for application of the equity shares pursuant to this Preferential Issue shall be kept by the Company in a separate bank account in accordance with Section 42 of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/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 including application to Stock Exchanges 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 the proposed issue, offer and allotment of the said Equity



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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 shareholders”

4. APPROVAL FOR CHANGE IN MAIN OBJECT CLAUSE 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 sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed thereunder, and other applicable regulations, rules and guidelines issued, if any, and subject to approval of Ministry of Corporate Affairs, and any other appropriate regulatory / statutory authorities and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority, the consent of the members of the Company be and is hereby accorded to alter and amend existing Clause III (A) [Main Object] of the Memorandum of Association of Company by inserting sub-clause No. 3, 4, 5 & 6 after existing sub-clause No. 2:

3. To provide Engineering, Procurement and Construction (EPC) & Commissioning services for balance of plant associated with power projects and also to provide O&M (Operation and Maintenance Services) for power plants, transmission lines and sub-stations and act as consultant on turnkey basis and/or part thereof for development projects connected with the dealing in alternative sources of energy, solar energy/power, energy efficiency, pollution control, resource recovery, waste minimization, waste avoidance, carbon dioxide, emissions abatement, fuel switching mechanism and sustainable power and other related areas. To establish and carry on the businesses of suppliers, processors, accumulators, distributors, transmitters, traders, converters of and dealer in, and the sale and purchase of electricity and electrical energy in any form including but not limited to renewable energy certificates, carbon credits, energy conservation certificates or by products connected with or related to the generation and supply of electrical energy.
4. To provide general management consultancy, Project Management Consultancy, technical consultancy and liaison services for Power generation, transmission and distribution businesses / projects.
5. To carry or research and develop designs in the field of renewable energy systems and to develop power projects to generate electrical power by conventional or non-conventional methods including Wind and Solar and carry on the business of seller, importers, exporters, suppliers and dealers of all kinds of power generation equipment including Wind Mills and Turbines Solar Modules and Panels and also promote, own, acquire, erect, construct, establish, maintain, improve, manage, operate, alter, carry on control, take on hire/lease power plants, co-generation power plants, Energy Conservation Projects, power houses, transmission and distribution systems and supply of electrical power and energy.
6. To engage in the production, distribution, and supply of ancillary items essential for renewable energy projects like manufacturing and supplying various components and accessories required for the installation, operation, and maintenance of renewable energy systems.

RESOLVED FURTHER THAT the MOA incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.



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RESOLVED FURTHER THAT Director and/or Company Secretary of the Company, be and are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.”

Registered Office:

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**By Order of the Board
For Jet Infraventure Limited**

**Place: Mumbai
Date: 29th May, 2024**

**Krunal Shah
Company Secretary
A-20161**

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND A PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY.**
- Pursuant to the provisions of section 105 of the Companies, a person can act as proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
- The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate.
- 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 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.
- The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“the Act”), in respect of the special businesses mentioned in the Notice of this Extra- Ordinary General Meeting (“EoGM”/“Notice”) is annexed hereto.
- Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment/reappointment at the Meeting is annexed to the Explanatory Statement hereto.
- In conformity with the applicable regulatory requirements, the Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories (NSDL/CDSL). Further In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 the Notice calling the EoGM has been uploaded on the website of the Company at www.jetinfra.com. The Notice can also be accessed from the website of the



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- Stock Exchange i.e. BSE Limited at www.bseindia.com. The EoGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EoGM) i.e. www.evotingindia.com. Members may also note that the Notice of the Meeting will also be available on the Company's website www.jetinfra.com for download.
8. Members who have still not registered their email IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their email IDs with the Company or the RTA (M/s Bigshare Services Pvt. Ltd.), for receiving the Notice. Requests can be emailed to investors@jetinfra.com or investor@bigshareonline.com. We urge members to support this Green Initiative effort of the Company and get their email IDs registered.
 9. Relevant Documents referred to in the accompanying Notice and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e. investors@jetinfra.com.
 10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the EoGM) and also e-voting during the EoGM to its Members in respect of the business to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EoGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at EoGM is annexed to the Notice as **Annexure-A**.
 11. Ms. Pooja Malkan, Practising Company Secretary (CP No.: 19938), has been appointed as the scrutinizer to scrutinize the voting during EGM and remote e-voting process in a fair and transparent manner.
 12. The remote e-voting period commences on **Saturday, 22nd June, 2024 (09:00 A.M.)** and ends on **Monday 24th June, 2024 (05:00 P.M.)** During this period, Members holding shares either in physical form or demat form, as on **Tuesday, 18th June, 2024** i.e. Cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
 13. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
 14. The Results of voting will be declared within 2 working days from the conclusion of the EoGM and the Resolutions will be deemed to be passed on the date of the EoGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website www.jetinfra.com and on the website of CDSL i.e., www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.
 15. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.



JET INFRAVENTURE LIMITED

CIN: L45400MH2001PLC133483

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Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com

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16. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Tuesday, 18th June, 2024** may obtain the login ID and password by sending a request at Issuer/ RTA.
 17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attend the EoGM.
 18. A member may participate in the EoGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM
 19. Members are requested to bring their copies of the EGM Notice. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

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**By Order of the Board
For Jet Infraventure Limited**

**Place: Mumbai
Date: 29th May, 2024**

**Krunal Shah
Company Secretary
A-20161**



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

1. The voting period begins on **Saturday, June 22, 2024 at 9.00 a.m. (IST)** and ends on **Monday, June 24, 2024 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, 18th June, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

4. 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.



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



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Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
 - a) The shareholders should log on to the e-voting website www.evotingindia.com
 - b) Click on "Shareholders" module.
 - c) 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.
 - d) Next enter the Image Verification as displayed and Click on Login.
 - e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e- voting of any company, then your existing password is to be used.
 - f) If you are a first-time user follow the steps given below:



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

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Facility for Non – Individual Shareholders and Custodians –For Remote Voting.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and



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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 and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required 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 investors@jetinfra.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.



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

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice dated 29th May, 2024.

ITEM NO. 1:

APPOINTMENT OF MR. NIRAV MODI (DIN: 08511481) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors at their meeting held on Wednesday, May 29, 2024 based on the recommendation of Nomination and Remuneration Committee, appointed Mr. Nirav Modi (DIN: 08511481), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from Wednesday, May 29, 2024 for a first term of five consecutive years i.e. upto Monday, May 28, 2029, under Sections 149,150 and 152 of the Act and Article 145 of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations Mr. Nirav Modi (DIN: 08511481) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Nirav Modi is eligible to be appointed as an Independent Director for a term of upto five consecutive years.

The Company has also received a declaration of independence from Mr. Nirav Modi in terms of Regulation 25(8) of the Listing Regulations, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director without any external influence. Further, he is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a director by virtue of any SEBI order or any other such authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

The Board opines that Mr. Nirav Modi fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that he is independent of the management. Mr. Nirav Modi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India (“ICSI”) is provided as **Annexure-B**.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Mr. Nirav Modi (whose appointment is proposed in the resolution) and his relatives, to the extent of their shareholding, if any, are in any way concerned or interested in the resolution.

Your Board recommends the Special resolution as set out in Item No. 1 for your approval.



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ITEM NO. 2:

RECLASSIFICATION AND INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

The present capital structure of the Company is as under:

Particulars	Authorised Share Capital		Issued / Subscribed / Paid-up Capital	
	Number of Shares	Value (Rs.)	Number of Shares	Value (Rs.)
Equity Shares	4596000	4,59,60,000	4192000	4,19,20,000
Preference Shares	904000	90,40,000	-	-
Total	5500000	5,50,00,000	4192000	4,19,20,000

The Board of Directors at its meeting held on 29th May, 2024, subject to the consent of the members of the Company, considered, approved and recommended the re-classification of the existing Authorised Share Capital of the Company of Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 4596000 (Forty-Five Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- each and 904000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each in to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5500000 (Fifty Five Lakhs) Equity Shares of Rs.10/- each, after cancelling the existing unissued preference share capital comprising of 904000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.

Further, in order to facilitate issue of preferential issue, if approved by members and /or to meet future fund requirements of the Company, if any, and to enable the Company to issue further shares, it is proposed to increase the authorised share capital of the Company from Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) divided into 5500000 (Fifty Five Lakhs) Equity Shares of Rs.10/- each to Rs. 14,00,00,000/- (Rupees Fourteen Crores Only) divided into 14000000 (One Crore Forty Lakhs) Equity Shares of Re. 10/- each by way of creation of additional 8500000 (Eighty Five Lakhs) Equity Shares of face value of Rs.10/- each.

As a consequence to the re-classification and increase in authorized share capital of the Company, the existing authorized share capital clause in the Memorandum of Association of the Company will also be altered. Pursuant to the provisions of Sections 13, 61, and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, alteration of the Capital Clause of the Memorandum of Association of the Company requires approval of the Members and any other applicable statutory and regulatory approvals.

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the Company without any fee from the date of circulation of this Notice up to the date of the Meeting. Members seeking to inspect such documents can send an e-mail at investors@jetinfra.com.

None of the Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

The Board accordingly recommends the Special Resolution as set out in Item No. 2 of this Notice for your approval.



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ITEM NO. 3:

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

The Board of Directors of the Company at its meeting held on May 29, 2024, has approved to the offer, issue and allot in one or more tranches, up to 85,00,000 (Eighty Five Lakh) fully paid up equity shares ("Equity Shares") of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 16.25/- (Rupees Sixteen and Twenty Five Paise only) including a premium of Rs. 6.25/- (Rupees Six and Twenty Five Paise only) each aggregating upto Rs. 13,81,25,000 /- (Rupees Thirteen Crores Eighty One Lakhs Twenty Five Thousand Only) by way of preferential issue.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

1. Objects of the Issue:

The Company proposes to utilize the proceeds raised from the proposed preferential issue towards investment in new business, working capital requirements, general corporate purpose and such other objects, as the Board may from time to time decide in the best interest of the Company. However, the funds to be used for general corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

Since the issue size is less than the ₹ 100.00 Crore, appointment of the monitoring agency is not applicable in terms of Regulation 162A of the SEBI (ICDR) Regulations however, the Company has voluntarily appointed CARE Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency") in accordance with Regulation 162A of the SEBI (ICDR) Regulations.

2. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot in one or more tranches, up to 85,00,000 (Eighty Five Lakh) fully paid up equity shares ("Equity Shares") of face value of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 16.25/- (Rupees Sixteen and Twenty Five Paise only) including a premium of Rs. 6.25/- (Rupees Six and Twenty Five Paise only), being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

The Board of Directors has approved Preferential Issue in their meeting held on 29th May, 2024.

3. Relevant date with reference to which the price has been arrived at:

The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares with reference to the proposed preferential allotment is Friday, 24th May, 2024. Please note that 26th May, 2024 (Sunday) being the date 30 days prior to 25th June, 2024 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue) falls on a weekend and accordingly, the day preceding the weekend i.e. 24th May, 2024 (Friday) is being fixed as the relevant date in compliance with the Explanation to Regulation 161 of the SEBI (ICDR) Regulations.

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being:

made along with report of the registered valuer & Pricing of the preferential issue. The Equity Shares of the



JET INFRAVENTURE LIMITED

CIN: L45400MH2001PLC133483

Registered Office: Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp Laljipada Police Chowki, Kandivali (West), Mumbai 400067

Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com

company are listed on SME Platform of Bombay Stock Exchange of India Limited (BSE) for a period of more than 90 trading days as on the relevant date i.e. Friday, 24th May, 2024 and are frequently traded in accordance with Regulation 164 of SEBI (ICDR) Regulations.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Equity shares shall be allotted shall not be less than higher of the following:

- a) 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 12.25 per equity share;
- b) 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 16.24 per equity share.

Provided further that if the Articles of Association of the Issuer provides 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. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

Accordingly, as per the Regulation 164 of SEBI (ICDR), Regulations, 2015 minimum price per share calculated is Rs. 16.24/- on preceding the relevant date and the price per equity shares to be issued is fixed at Rs.16.25/- (Indian Rupees Fifteen Only) which is higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Since the Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottee acting in concert, the Company is not required to obtain a valuation report from an independent registered valuer and consider the same for determining the price.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the relevant date, the Company is not required to re-compute the issue price as per Regulation 164(3) the SEBI ICDR Regulations, and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1)(g) and 163(1)(h) of the SEBI ICDR Regulations.

5. The Price Band at/within which the allotment is Proposed:

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 16.25/- (Rupees Sixteen and Twenty Five Paise only) including a security premium of Rs. 6.25/- (Rupees Six and Twenty Five Paise only) being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of such Equity Shares:

Upto Rs. 13,81,25,000 /- (Rupees Thirteen Crores Eighty-One Lakhs Twenty-Five Thousand Only).

7. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects:

Except as details mentioned below, None of the Promoters, Directors or Key Managerial Personnel intend to subscribe this offer and no contribution being is made by the promoters or directors either as part of the offer

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or separately in furtherance of these objects.

Names	No. of Shares	Category	Post issue %	PAN	Amount
Riddhi Shah*	220000	Director	1.73	ASDPK3852B	35,75,000
Dipesh Maru	220000	Director	1.73	AGHPM1881E	35,75,000

*Mrs. Riddhi Shah is spouse of Mr. Krunal Shah, KMP - Company Secretary & Compliance Office of the Company.

8. Timeframe within which the allotment shall be completed:

As required under the SEBI (ICDR) Regulations, 2018 the Company shall complete the allotment of the Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and allotment of the Equity Shares, and in the event the allotment of the Equity Shares requires any approval(s) from any regulatory authority, within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other regulatory authority, as the case may be.

9. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue#		Post Issue*	
		No. of Share Held	% of Share Holding	No. of Share Held	% of Share Holding
A.	Promoter Holding				
1.	Indian	1777920	42.41	1777920	14.01
a.	Individual	0	0.00	0	0.00
b.	Body Corporate	Nil	Nil	Nil	Nil
	Sub Total	1777920	42.41	1777920	14.01
2.	Foreign promoter	Nil	Nil	Nil	Nil
	Sub Total (A)	1777920	42.41	1777920	14.01
B.	Non – Promoter Holding				
1.	Institutional Investor	Nil	Nil	Nil	Nil
2.	Non- Institutional				
a.	Body Corporate	4000	0.10	4000	0.03
b.	Individual	2065760	49.28	10249760	80.76
c.	Non-Resident Indians	92000	2.19	92000	0.72
d.	Any other	252320	6.02	568320	4.48
	Sub Total (B)	2414080	57.59	10914080	85.99
	Grand Total (A+B)	4192000	100.00	12692000	100.00

Pre – Issue Shareholding Pattern as on 31st March, 2024.

* The post issue paid-up capital is arrived after considering all the preferential allotment, proposed to be made under this notice and on fully diluted basis and the pre-issue share holding pattern continue to the shareholder of the Company.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

SN	Name of the Proposed Allottees	Name Of Ultimate Beneficiary Owners
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1	Hitesh R Mehta HUF	Hitesh Ramniklal Mehta
2	Jatin R Mehta HUF	Jatin Ramniklal Mehta
3	Gunjan Rameshchandra Mehta HUF	Gunjan Rameshchandra Mehta
4	Prashant Rameshchandra Mehta HUF	Prashant Rameshchandra Mehta
5	Krishna Awtar Jagannath Kabra HUF	Krishna Awtar Jagannath Kabra

11. The names of the proposed allottees, status and the percentage of post preferential offer capital that may be held by them:

SN	Name of the Proposed Allottees	Preissue status of the allottee's	Pre-issue share holding	Pre-issue Share holding (%)	No. of Shares to be allotted	Post issue Share holding (Including proposed allotment + pre shareholding)	Post issue Share holding (%) #	Post issue status of the allottee's
1	Hitesh Ramniklal Mehta	Public	76000	1.81	116000	192000	1.51	Public
2	Hitesh R Mehta HUF	Public	28000	0.67	84000	112000	0.88	Public
3	Chetna Hitesh Mehta	Public	20000	0.48	72000	92000	0.72	Public
4	Sonali Hitesh Mehta	Public	20000	0.48	76000	96000	0.76	Public
5	Vaibhav Atul Doshi	Public	16000	0.38	76000	92000	0.72	Public
6	Jatin Ramniklal Mehta	Public	0	0.00	120000	120000	0.95	Public
7	Jatin R Mehta HUF	Public	12000	0.29	108000	120000	0.95	Public
8	Rushil Jaimesh Sheth	Public	20000	0.48	80000	100000	0.79	Public
9	Krina Jaimesh Sheth	Public	0	0.00	72000	72000	0.57	Public
10	Mahendra Damodar Hathi	Public	0	0.00	48000	48000	0.38	Public
11	Suketu Shashikant Doshi	Public	40000	0.95	96000	136000	1.07	Public
12	Zarana Suketu Doshi	Public	12000	0.29	88000	100000	0.79	Public
13	Nilang Kirit Shah	Public	4000	0.10	40000	44000	0.35	Public
14	Deval Prakash Bhutta	Public	4000	0.10	36000	40000	0.32	Public
15	Nainesh Kanaiyalal Doshi	Public	0	0.00	40000	40000	0.32	Public
16	Prashant Rameshchandra Mehta	Public	0	0.00	100000	100000	0.79	Public
17	Ritaben Prashantbhai Mehta	Public	0	0.00	48000	48000	0.38	Public
18	Jay Prashant Mehta	Public	0	0.00	52000	52000	0.41	Public
19	Kavya Jaybhai Mehta	Public	0	0.00	48000	48000	0.38	Public

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20	Deep Gunjan Mehta	Public	0	0.00	100000	100000	0.79	Public
21	Gunjan Rameshchandra Mehta HUF	Public	0	0.00	100000	100000	0.79	Public
22	Prashant Rameshchandra Mehta HUF	Public	0	0.00	52000	52000	0.41	Public
23	Tejas Hashmukhrai Sheth	Public	0	0.00	120000	120000	0.95	Public
24	Pina Tejas Sheth	Public	0	0.00	120000	120000	0.95	Public
25	Hansaben Rajnikant Buddhdev	Public	4000	0.10	140000	144000	1.13	Public
26	Rinku Sanjaykumar Shah	Public	0	0.00	76000	76000	0.60	Public
27	Ankit Haresh Kothari	Public	0	0.00	52000	52000	0.41	Public
28	Malav Haresh Kothari	Public	0	0.00	48000	48000	0.38	Public
29	Hemlata Bipin Shah	Public	0	0.00	100000	100000	0.79	Public
30	Bipin Keshavlal Shah	Public	0	0.00	100000	100000	0.79	Public
31	Manish Achratlal Parikh	Public	4320	0.10	100000	104320	0.82	Public
32	Jigisha Mehul Vithalani	Public	0	0.00	20000	20000	0.16	Public
33	Harsha Atul Shah	Public	0	0.00	20000	20000	0.16	Public
34	Saachi Kamlesh Shah	Public	0	0.00	40000	40000	0.32	Public
35	Vasantbhai Gagalbhai Shah	Public	4000	0.10	44000	48000	0.38	Public
36	Manan Chetan Shah	Public	0	0.00	40000	40000	0.32	Public
37	Vidhyut Popatlal Parikh	Public	0	0.00	100000	100000	0.79	Public
38	Jignesh Arvind Shah	Public	0	0.00	20000	20000	0.16	Public
39	Tina Jignesh Shah	Public	0	0.00	20000	20000	0.16	Public
40	Vidhi Shahil Shah	Public	0	0.00	32000	32000	0.25	Public
41	Antima Rishabh Babel	Public	4000	0.10	124000	128000	1.01	Public
42	Leena Vinod Mehta	Public	0	0.00	124000	124000	0.98	Public
43	Jigna Dharmendra Kothari	Public	0	0.00	76000	76000	0.60	Public
44	Dharmendra Sumanchandra Kothari	Public	0	0.00	52000	52000	0.41	Public
45	Janak Panchal	Public	0	0.00	600000	600000	4.73	Public
46	Sangita Tundiya	Public	0	0.00	556000	556000	4.38	Public
47	Dipika Shah	Public	0	0.00	240000	240000	1.89	Public
48	Parag Shah	Public	0	0.00	300000	300000	2.36	Public

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49	Pathan Altaf	Public	0	0.00	576000	576000	4.54	Public
50	Satyanarayan J Kabra	Public	0	0.00	208000	208000	1.64	Public
51	Varun Krishnavtar Kabra	Public	0	0.00	148000	148000	1.17	Public
52	Sarojdevi S Kabra	Public	0	0.00	152000	152000	1.20	Public
53	Krishna Awtar Kabra	Public	0	0.00	152000	152000	1.20	Public
54	Mayadevi K Kabra	Public	0	0.00	152000	152000	1.20	Public
55	Jyothi Kailash Kabra	Public	0	0.00	152000	152000	1.20	Public
56	Kabra Priya	Public	0	0.00	200000	200000	1.58	Public
57	Kailash Kabra	Public	0	0.00	200000	200000	1.58	Public
58	Krishna Awtar Jagannath Kabra HUF	Public	0	0.00	200000	200000	1.58	Public
59	Amit Maheshwari	Public	0	0.00	240000	240000	1.89	Public
60	Seema Raghunath Aggarwal	Public	0	0.00	248000	248000	1.95	Public
61	Nirav Nalin Shah	Public	0	0.00	28000	28000	0.22	Public
62	Riddhi Nirav Shah	Public	0	0.00	28000	28000	0.22	Public
63	Hitesh Suresh Shah	Public	8000	0.19	120000	128000	1.01	Public
64	Priti Hitesh Shah	Public	4000	0.10	100000	104000	0.82	Public
65	Nitin Morlidhar Shah	Public	0	0.00	120000	120000	0.95	Public
66	Krunal Nitin Shah	Public	0	0.00	120000	120000	0.95	Public
67	Dipesh Dhirajlal Maru	Public	0	0.00	220000	220000	1.73	Public
68	Riddhi Krunal Shah	Public	0	0.00	220000	220000	1.73	Public

#The post issue shareholding percentage is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. The pre-issue shareholding pattern is as on 31st March, 2024.

12. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

13. Undertaking as to re-computation of price and lock-in of specified securities:

Since, the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations, 2018.

14. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment made during the year.

15. Justification for the allotment proposed to be made for consideration other than cash together with



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valuation report of the registered valuer:

The Proposed allotment is made by cash so the same is not applicable.

16. Lock-in period:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of 90 trading days from the date of the trading approval received from the Stock Exchanges. Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed.

17. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend, if any and voting rights.

18. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange.

19. Name and address of the Valuer who performed valuation of the security offered:

Not Applicable.

20. Principle terms of assets charged as securities:

Not Applicable.

21. Practicing Company Secretary Certificate:

The certificate from Ms. Pooja Malkan, Practicing Company Secretary certifying that the Preferential Issue is being made in accordance with the requirements contained in the Regulation 163(2) of SEBI ICDR Regulations and the said certificate shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: <https://www.jetinfra.com/investors.html>.

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

Not Applicable

23. Other disclosures/undertaking

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable.
- ii. None of its Directors or promoters are fugitive economic offenders as defined under the ICDR Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;



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- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principal approval is made by the Company to the stock exchange where its equity shares are listed;
 - v. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
 - vi. The Company is in compliance with the conditions for continuous listing;
 - vii. The proposed allottees have not sold any of the equity shares during 90 trading days preceding the relevant date;
 - viii. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
 - ix. No person belonging to the promoters / promoter group has previously subscribed to any equity shares of the company during the last one year;
 - x. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.
 - xi. The Company has complied with the applicable provisions of the Companies Act, 2013 and rules made thereunder. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations, 2018 provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.
 - xii. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

None of the Promoters, Directors, Key Managerial Personnel or their relatives thereof except mentioned above are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 23, 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 equity shares to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 3 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 resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as Special Resolution.

Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company at the registered office of the Company.



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ITEM NO. 4:

IN-PRINCIPLE APPROVAL FOR CHANGE IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

It is proposed to include certain new business activities in the main objects of the Company to diversify the business and enable it to grow and create value for the shareholders.

Our Company is currently in the construction. Currently this line of business has limited opportunities for growth for the business.

Your directors in its meeting held on 29th May, 2024 had approved (subject to the approval of members) the amendment in the Memorandum of Association ("MOA") of the Company with respect to the addition of new business activity in Object Clause of MOA the Company.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days (Except Saturday and Sunday).

As per Section 13 of the Companies Act, 2013, any alteration to the Object Clause of the Memorandum of Association of the Company requires approval of the Members by passing Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 4 as a Special Resolution.

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Name of the Director	Mr. Nirav Modi
Date of Birth	02/05/1980
Nationality	Indian
Date of Appointment on the Board	May 29, 2024
Qualifications	Diploma in Digital Electronics
Brief Profile	Mr. Nirav Arun Modi started as a novice with ICICI Home Finance division and later started his own venture. Laden with an experience of more than 2 decades, he has assisted over 800 families and 3 corporate houses to achieve their real estate goals of over 100M USD. He has done Diploma in Digital Electronics. He has an extensive background, experience & networking in real estate, marketing, sales and customer relations. Being a dynamic gregarious persona, he has built a strong presence in partner networks in the International Property Markets also.
Expertise in specific functional area	Experience & networking in real estate, marketing, sales and customer relations
Number of shares held in the Company	Nil
List of the directorships held in other companies*	Nil
Number of Board Meetings attended during the FY 2024	Not applicable
Chairman/ Member in the Committees of the Boards of companies in which she is Director*	Nil
Relationships between Directors inter-se	None

**Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether Listed or not).*



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ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of Shares held _____

DP ID No. _____

I hereby record my presence at the **Extra-Ordinary General Meeting** of the company held on **Tuesday, 25th June, 2024 at 10:30 a.m.** at registered office of the Company at Office No.1, E-Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Kandivali West, Mumbai 400067.

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

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



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PROXY FORM

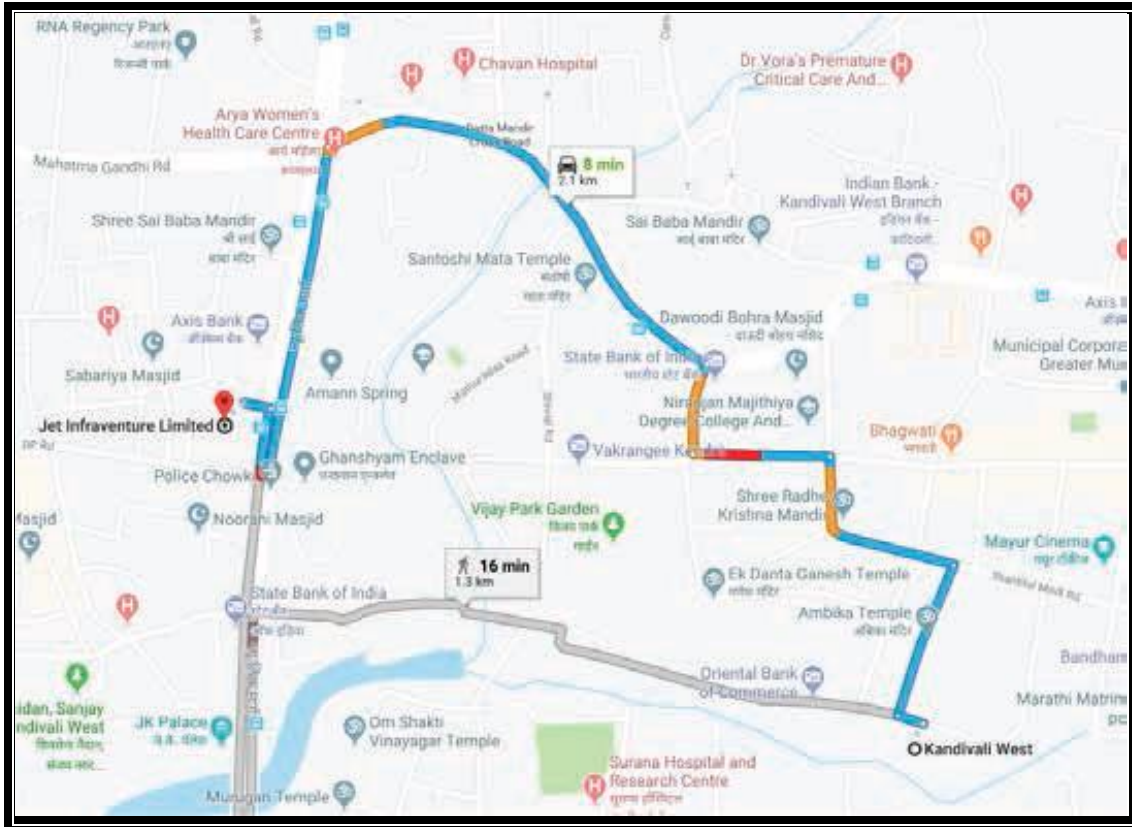
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT. 11

Name of the member(s):	
Registered address:	
E-mail id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. _____ of _____ having e-mail id. _____, or failing him,
2. _____ of _____ having e-mail id. _____, or failing him,
3. _____ of _____ having e-mail id. _____

Route Map to reach the EGM Venue



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** of the Company, to be held on **Tuesday, 25th June, 2024 at 10:30 a.m.** at registered office of the Company at Office No.1, E-Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Kandivali West, Mumbai 400067 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated below:

Sr. No.	Resolutions	For	Against
1	Appointment of Mr. Nirav Modi (DIN: 08511481) as an Independent Director of the Company (Special Resolution)		
2	Reclassification and Increase in the Authorised Share Capital and Consequent Alteration of Memorandum of Association (Special Resolution)		
3	Issue of Equity Shares on Preferential Basis (Special Resolution)		
4	Approval for Change In Main Object Clause of Memorandum of Association (Special Resolution)		

Signed this _____ day of _____ 2024

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____
 (first proxy holder) (second proxy holder) (third proxy holder)

Affix
Revenue
Stamp

- Notes**
- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 - A proxy need not be a Member of the Company.

*3. This is only optional. Please 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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.