

JYOTHI INFRAVENTURES LIMITED

CIN: L45203TG1995PLC019867

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

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

Date: 16th August 2024

To,
The Chief General Manager
Listing Operation,
BSE Limited,
20th Floor, P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Unit: Jyothi Infraventures Limited (Scrip code: 531537)

Dear Sir / Madam,

Subject: Outcome of Board Meeting held today i.e. on 16th August 2024 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, we wish to inform you that Board of Directors in their meeting held on 16th August 2024 have inter-alia considered and approved the following amongst other items:

1. The Acquisition of 100% of the Share Capital of Mizzen Digital Private Limited ("Target Company"). The Board has approved the execution of a Share Purchase and Share Subscription Agreement ("SPSSA") other necessary documents regarding the Proposed Transaction between the Company, Target Company and the shareholders of Target Company, whereby the Company agrees to acquire 100% of the share capital of the Target Company. Details regarding the proposed acquisitions, as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 09, 2015 ("SEBI Circular"), (Details are enclosed herewith as **Annexure I**).
2. Subject to Shareholders approval, issuance of up to 1,31,46,949 (One Crore Thirty-One Lakh Forty-Six Thousand Nine Hundred Forty-Nine) Equity Shares of Rs. 10/- (Rupees Ten only) each on preferential basis ('Preferential Issue') for consideration other than cash (i.e., swap of shares) to the shareholders of Mizzen Digital Private Limited, persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. (Details are enclosed herewith as **Annexure II**);
3. Subject to Shareholders approval, issuance of up to 65,00,168 (Sixty-Five Lakh One Hundred Sixty-Eight) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per share, on preferential basis ('Preferential Issue') to the persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. (Details are enclosed herewith as **Annexure III**);
4. Subject to Shareholders approval, issuance of up to 8,10,000 (Eight Lakhs Ten Thousand) fully convertible warrants ("Warrants/ Convertible Warrants") of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per warrant, on preferential basis ('Preferential Issue') to the persons other than promoters and promoter group, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under. (Details are enclosed herewith as **Annexure IV**);
5. The increase in authorized share capital of the company from existing Rs. 6,25,00,000/- (Rupees Six Crore Twenty-Five Lakh only) divided into 62,50,000 (Sixty-Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 22,10,00,000/- (Rupees Twenty-Two Crore Ten Lakh Only) divided into 2,21,00,000 (Two Crore Twenty-One Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten only), subject to approval of shareholders;

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6. The alteration of main object clause of the Memorandum of Association of the Company, subject to approval of shareholders;
7. The alteration of Memorandum of Association of the Company as per the provision of the Company Act, 2013.
8. Increase In Borrowing Limits pursuant to section 180 (1) (c) of The Companies Act, 2013 of the Company up to Rs. 500 Crores, subject to approval of shareholders;
9. Increase in the limits for the power to create charge on the assets of the Company to secure borrowings pursuant to section 180 (1) (a) of The Companies Act, 2013 up to Rs. 500 Crores, subject to approval of shareholders;
10. Increase in the limits pursuant to section 186 of The Companies Act, 2013 for making investments/extending loans and giving guarantees or providing securities in connection with loans to persons/ bodies corporate up to Rs. 500 Crores, subject to approval of shareholders;
11. The change in name of the Company from Jyothi Infraventures Limited to Mizzen Digital Technologies Limited or such other name as may be made available for adoption by the Central Registration Centre Ministry of Corporate Affairs subject to approval of member and other statutory approval;
12. The shifting of registered office of the Company from the state of Telangana to the state of Maharashtra, subject to approval of member and other statutory approval;
13. The notice of the Extra-Ordinary General Meeting to be held on Wednesday 11th September 2024 at 11 AM At Plot No 8-2-603/23/3 & 8-2-603/23 15 2nd Floor Hsr Summit Banjara Hills Road No 10 Hyderabad 500034 for approval of the shareholders for the matter as mentioned above;
14. Considered & approved, the calendar of events for the upcoming, Extra-Ordinary General Meeting as mentioned above;
15. Considered & approved the appointment of M/s Manoj Parakh & Associates Practicing Company Secretary as Scrutinizer of the Extra-Ordinary General Meeting, to scrutinize the e-voting and remote e-voting process in a fair and transparent manner;

The meeting of the Board of Directors commenced at 8.00 pm (IST) and concluded at 9.20 pm (IST).

Kindly arrange to take the same on your records.

For Jyothi Infraventures Limited

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

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ANNEXURE I

Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

Acquisition of Mizzen Digital Private Limited

<p>Name of the target entity, details in brief such as size, turnover etc.</p>	<p>Mizzen Digital Private Limited [MDPL]</p> <p>MDPL is a software company specializing in developing advanced software and consulting services specifically tailored to the maritime industry., with a specific focus on commercial operational processes in the shipping industry.</p> <p>MDPL was incorporated on the 23rd of January 2021, with nine active customers on its SAAS platform.</p> <p>Reason for no turnover: Since its inception, the company has focussed on developing the ERP solution, which has been consistently tested in the market for product-market fit through customer trials. The focus has been to increase the market penetration. Monetization will commence in the current FY</p>
<p>Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"</p>	<p>The proposed acquisition does not fall within related party transaction(s)</p>
<p>Industry to which the entity being acquired belongs Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)</p>	<p>Software / IT / ITES / BPO</p> <p>With this acquisition, the Company will gain a foothold in the software products and services space in a niche and sunrise technology vertical of Maritime / Shipping. This is an underserved sector, technologically and gives JVIL a unique opportunity to be in the ERP development and, therefore a front-runner to providing technology solutions in this sector.</p>
<p>Brief details of any governmental or regulatory approvals required for the acquisition</p>	<p>No governmental or regulatory approvals required for the acquisition.</p>
<p>Indicative time period completion of the acquisition</p>	<p>The transaction is expected to be completed in around 3 to 4 months, subject to completion of condition precedents as detailed in the SPSSA</p>
<p>Nature of consideration - whether cash consideration or share swap and details of the same</p>	<p>Swapping of Shares</p>
<p>Cost of acquisition or the price at which the shares are acquired</p>	<p>Total Consideration shall be Rs. 13,14,69,490/- (Rupees Thirteen crore fourteen lakh sixty-nine thousand four hundred ninety Only)</p>
<p>Percentage of shareholding / control acquired and / or number of shares acquired</p>	<p>The Company will acquire 100% equity stake MDPL upon closing of the transaction ie. 76939, Equity Shares of Rs. 10/- each.</p>
<p>Brief background about the entity acquired in terms of products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)</p>	<p>MDPL is a company specializing in developing advanced software and consulting services specifically tailored to the maritime industry. The company's comprehensive suite of software solutions and services is designed to address the unique requirements of ship owners, operators, pool managers, ship management companies, and major industrial entities involved in global maritime operations. Mizzen Digital Private Limited's offerings</p>

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	<p>encompass a wide range of verticals, including Disbursement Accounting, Financial Accounting, Management Information Systems (MIS), Human Resources Management, Laytime Calculation, Charter Party Contracts, and Cash Management.</p> <p>Furthermore, Mizzen Digital Private Limited is actively engaged in extensive offshore transaction processing activities, including Business Process Outsourcing (BPO), Information Technology (IT) services, and IT-enabled services. The company's expertise also extends to call centre operations, technical support, data centre management, technical centre management, training programs, and web-based back-office support, ensuring that clients receive comprehensive, end-to-end solutions for their maritime operations.</p> <p><u>Date of Incorporation:</u> 23/01/2021</p> <p><u>last 3 years turnover</u> 2024: Nil 2023: Rs. 3150/- 2022: Nil</p> <p>Country of presence: India</p>
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ANNEXURE II

Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

Preferential Issue of Equity Shares of the Company for consideration other than cash.

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 1,31,46,949 (One crore thirty-one lakh forty-six thousand nine hundred forty-nine) Equity Shares of Rs. 10/- (Rupees Ten) each for other than cash at a price of Rs. 10/- (Rupees Ten) per share total consideration aggregating to Rs. 13,14,69,490/- (Rupees Thirteen crore fourteen lakh sixty-nine thousand four hundred ninety Only).
Issue price	Rs. 10/- (Rupees Ten)
Names of the Investors	Refer Table A of Annexure II
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure II
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

Table A of Annexure II

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Sandeep Dsilva	Non-Promoter	-	-	66,57,119	66,57,119	30.25
Anil Anand Khot	Non-Promoter	-	-	25,68,080	25,68,080	11.67
Nimesh Sahadeo Singh	Non-Promoter	-	-	17,59,670	17,59,670	8.00
Chetan Mehrotra	Non-Promoter	-	-	11,00,947	11,00,947	5.00
Rajiv Jaisukhlal Vaghani	Non-Promoter	-	-	7,31,857	7,31,857	3.33
Hiren Kishore Deshpande	Non-Promoter	-	-	3,29,276	3,29,276	1.50

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

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ANNEXURE III

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Preferential Issue of Equity Shares of the Company for consideration in cash.

Type of securities proposed to be issued	Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 65,00,168 (Sixty-Five Lakh One Hundred Sixty-Eight) Equity Shares of Rs. 10/- (Rupees Ten) each for cash at an issue price of Rs. 52/- (Rupees Fifty-Two Only) per share total consideration aggregating to Rs. 33,80,08,736/- (Rupees Thirty-Three Crore Eighty Lakh Eight Thousand Seven Hundred Thirty-Six Only).
Issue price	Rs. 52/- (Rupees Fifty-Two Only) per share
Names of the Investors	Refer Table A of Annexure III
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure III
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	Not Applicable

Table A of Annexure III

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Roopal Hitesh Kawa	Non-Promoter	-	-	4,50,000	4,50,000	2.04
Jitendra Rasiklal Sanghavi	Non-Promoter	-	-	4,00,000	4,00,000	1.82
Vinay Rajendrakumar Nagda	Non-Promoter	-	-	4,00,000	4,00,000	1.82
Sadashiv Kanyana Shetty	Non-Promoter	-	-	4,00,000	4,00,000	1.82
Sanivarapu Navya Reddy	Non-Promoter	-	-	3,90,000	3,90,000	1.77
Gjnx Venture Gunavanth Kumar Rekha, Jt. Holder: Gunavanth Kumar Neha	Non-Promoter	-	-	2,25,000	2,25,000	1.02
Red Soil Partners Llp Sarveswar Reddy Sanivarapu Jt. Holder: Gudapu Reddy Sreedar Reddy	Non-Promoter	-	-	2,00,000	2,00,000	0.91
Alpesh Gunvantrai Shah	Non-Promoter	-	-	1,80,000	1,80,000	0.82

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Jalpa Alpeshkumar Shah	Non-Promoter	-	-	1,80,000	1,80,000	0.82
Hiren Paramananddas Shah	Non-Promoter	-	-	1,80,000	1,80,000	0.82
Tejal Hiren Shah	Non-Promoter	-	-	1,78,368	1,78,368	0.81
Dipen Prakash Mehta	Non-Promoter	-	-	1,54,000	1,54,000	0.70
Jaikaran Jaspalsingh Chandock	Non-Promoter	-	-	1,50,000	1,50,000	0.68
Trimaan Jaspal Singh Chandock	Non-Promoter	-	-	1,50,000	1,50,000	0.68
Jaya Prem Rajdev	Non-Promoter	-	-	1,50,000	1,50,000	0.68
Shah Keyur Sureshbhai	Non-Promoter	-	-	1,20,000	1,20,000	0.55
Sapana Devang Shah	Non-Promoter	-	-	1,00,000	1,00,000	0.45
Bhavik Sureshkumar Shah (HUF)	Non-Promoter	-	-	1,00,000	1,00,000	0.45
Bhairavi Mehul Kanani	Non-Promoter	-	-	1,00,000	1,00,000	0.45
Pooja Ankit Gala	Non-Promoter	-	-	1,00,000	1,00,000	0.45
Apurv Narendrabhai Panchamai	Non-Promoter	-	-	1,00,000	1,00,000	0.45
Sripal H Chajer	Non-Promoter	-	-	96,200	96,200	0.44
Brijesh Jitendra Parekh	Non-Promoter	-	-	75,000	75,000	0.34
Chirag Jitendra Shah	Non-Promoter	-	-	75,000	75,000	0.34
Bhavik J. Bhatt	Non-Promoter	-	-	75,000	75,000	0.34
Manoj Jain	Non-Promoter	-	-	75,000	75,000	0.34
Suresh Jethalal Dama	Non-Promoter	-	-	70,000	70,000	0.32
Nilesh R Shah	Non-Promoter	-	-	60,000	60,000	0.27
Priyanka Mukesh Saraswat	Non-Promoter	-	-	58,000	58,000	0.26
Dipti Nilesh Shah	Non-Promoter	-	-	55,000	55,000	0.25
Jayeshkumar Mansukhlal Patel	Non-Promoter	-	-	50,000	50,000	0.23
Bharat Ishwerlal Thakkar (Huf)	Non-Promoter	-	-	50,000	50,000	0.23
Deepa Purvesh Shah Jt. Holder: Purvesh Shah	Non-Promoter	-	-	50,000	50,000	0.23

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Keyur Manojbhai Soni	Non-Promoter	-	-	50,000	50,000	0.23
Krunali Dhiren Kothari	Non-Promoter	-	-	50,000	50,000	0.23
Lizy Pappachen	Non-Promoter	-	-	50,000	50,000	0.23
Parin Vinodray Donga	Non-Promoter	-	-	50,000	50,000	0.23
Sameer Jayantilal Dodiya	Non-Promoter	-	-	50,000	50,000	0.23
Sameer Nanalal Vara	Non-Promoter	-	-	50,000	50,000	0.23
Vinod Shyaam Sunder Jaju	Non-Promoter	-	-	50,000	50,000	0.23
Khushal Nilesh Sangani	Non-Promoter	-	-	50,000	50,000	0.23
Modi Jaymin Piyushbhai	Non-Promoter	-	-	50,000	50,000	0.23
Deepali Ankur Parekh	Non-Promoter	-	-	50,000	50,000	0.23
Kalika Bansal	Non-Promoter	-	-	50,000	50,000	0.23
Crishi Sanjay Jain	Non-Promoter	-	-	50,000	50,000	0.23
Babulal Agarwal	Non-Promoter	-	-	45,000	45,000	0.20
Vinod Natubhai Patel	Non-Promoter	-	-	40,000	40,000	0.18
Neelam Arora	Non-Promoter	-	-	40,000	40,000	0.18
Amit Babulal Agarwal	Non-Promoter	-	-	30,000	30,000	0.14
Ishwarlal Tribhovandas Thakkar HUF	Non-Promoter	-	-	25,000	25,000	0.11
Kalpana Rohitkumar Shah	Non-Promoter	-	-	25,000	25,000	0.11
Hemlata Shambhu Bhutia	Non-Promoter	-	-	25,000	25,000	0.11
Kainam Vinod Jain	Non-Promoter	-	-	25,000	25,000	0.11
Sumit Bhupendra Doshi	Non-Promoter	-	-	25,000	25,000	0.11
Venkata Sesha Reddy Mudimela	Non-Promoter	-	-	25,000	25,000	0.11
Nand Lal Hemrajani	Non-Promoter	-	-	20,000	20,000	0.09
Ayush Hiten Parikh	Non-Promoter	-	-	20,000	20,000	0.09
Jashvant Thakordas Shah	Non-Promoter	-	-	20,000	20,000	0.09

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BJS & CO Abhishek Gisulal Bhutra Jt. Holder: Himanshu Deepchand Jain	Non- Promoter	-	-	20,000	20,000	0.09
Chirag Vijay Bavisi	Non- Promoter	-	-	20,000	20,000	0.09
Gaurav Gurcharan Singh Garcha	Non- Promoter	-	-	20,000	20,000	0.09
Hariom Krishna Bihari Singh	Non- Promoter	-	-	20,000	20,000	0.09
Kantimohan Mishra	Non- Promoter	-	-	20,000	20,000	0.09
Ketki Tushar Shah	Non- Promoter	-	-	20,000	20,000	0.09
Kuldipak Arora	Non- Promoter	-	-	20,000	20,000	0.09
Neha Abhishek Mishra	Non- Promoter	-	-	20,000	20,000	0.09
Nikita Kunal Shah Jt. Holder: Kunal Pratap Shah	Non- Promoter	-	-	20,000	20,000	0.09
Param Investopedia Private Limited	Non- Promoter	-	-	20,000	20,000	0.09
Prashant Mishra	Non- Promoter	-	-	20,000	20,000	0.09
Shikha Tiwari	Non- Promoter	-	-	20,000	20,000	0.09
Suresh Kumar Surana	Non- Promoter	-	-	20,000	20,000	0.09
Aakanksha Sachin Dubey	Non- Promoter	-	-	20,000	20,000	0.09
Manish Kanhaiyalal Somani	Non- Promoter	-	-	19,300	19,300	0.09
Vasanti Gunvant Sheth	Non- Promoter	-	-	19,300	19,300	0.09
Maligi Madhusudhana Reddy	Non- Promoter	-	-	10,000	10,000	0.05
Anupa V Sajjanar	Non- Promoter	-	-	10,000	10,000	0.05

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

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ANNEXURE IV

Disclosure pursuant to Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

Preferential Issue of Equity Warrants of the Company for consideration in cash.

Type of securities proposed to be issued	Warrants fully convertible in Equity Shares
Type of issuance	Preferential Issue in accordance with sections 42, 62 of the Companies Act, 2013 and rules made there under and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 8,10,000 (Eight Lakhs Ten Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") for cash at an issue price of Rs. 10/- (Rupees Ten) each issued at a price of Rs. 52./- (Rupees Fifty-Two Only) per warrant total consideration aggregating to Rs. 4,21,20,000/- (Rupees Four Crore Twenty-One Lakh Twenty Thousand Only).
Issue price	Rs. 52./- (Rupees Fifty-Two Only) per warrant
Names of the Investors	Refer Table A of Annexure IV
Post allotment of securities — outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors.	Refer Table A of Annexure IV
In case of convertibles - intimation on the conversion of securities or on lapse of the tenure of the instrument	within a period of 18 (Eighteen) months from the date of allotment of the Warrants.

Table A of Annexure IV

Name of the Proposed Allottee	Category	Pre-Pref Holding		Maximum Number of Proposed to be issued and allotted	Post-Pref Holding*	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
Hitesh Natwarlal Kawa	Non-Promoter	-	-	8,10,000	8,10,000	03.68

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