



JAYANT INFRA TECH LIMITED

CIN: L35202CT2003PLC015940 | **Registered Office:** Mangal Smriti Bajpai Ground, Tilak Nagar Bilaspur-495001

E-mail :info@jayantinfracom | **Contact No. :** +91 7773015688, | **Website :**www.jayantinfracom

Dear Member(s)

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **JAYANT INFRA TECH LIMITED ("THE COMPANY")** will be held at **"Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001** on **Wednesday, May 27, 2026** at **04:00 pm (IST)** to transact with or without modification(s) the following business:

SPECIAL BUSINESS

1. TO OFFER, ISSUE AND ALLOT EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON A PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited (the "Stock Exchange") on which the Equity Shares of the Company having Face Value of Re.10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 12,55,000 (Twelve Lakhs Fifty Five Thousand) fully Paid up Equity Shares of the Company having a Face Value of Rs.10/-(Rupees Ten Only) each at a price of Rs. 70/- (Rupees Seventy only) (at a premium of Rs. 60/- per Equity Share) per share ('Preferential Allotment Price'), aggregating to Rs.8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the "Floor Price"), on a preferential issue basis ("Preferential Allotment"), to the Proposed Allottees (who are Promoters of the Company), being members of Jayant Infracorps ('Association of Persons'), for consideration other than cash (i.e. swap of shares to the Proposed Allottees as listed in the below table) against the proposed sale and transfer of the business undertaking (assets and liabilities) of Jayant Infracorps ('Association of Persons') in favour of the Company, as a going concern on Slump Sale basis (as defined in Section 2(103) of the Income Tax Act, 2025), in accordance with the SEBI ICDR Regulations and other applicable laws;



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Sr no	Name of Proposed Allottees M/s Sundaram Land and Assets Private Limited	Category (Promoter/Non-Promoter)	Maximum No. of Equity Shares to be issued
1.	Nilesh Jobanputra	Promoter	5,37,857
2.	Jai Jobanputra	Promoter Group	7,17,143
Total			12,55,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, April 27, 2026 i.e. 30 days prior to the date of the Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

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

- The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the SME platform of BSE Limited subject to receipt of necessary regulatory permissions and approvals;
- 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 and voting rights, if any;
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members (i.e. May 27, 2026) OR after receiving in-principle approval letter from stock exchange, whichever is later; provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;
- The Equity Shares so offered and issued to the Proposed Allottees, are being issued for consideration other than cash (Swap Shares), against the proposed sale and transfer of the business undertaking (assets and liabilities) of Jayant Infracore ('Association of Persons') in favour of the Company, as a going concern on Slump Sale basis, in accordance with the SEBI ICDR Regulations and other applicable laws; and The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above;
- Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof;

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 Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of



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agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

2. TO CONSIDER AND APPROVE AN ACQUISITION AND PURCHASE OF THE BUSINESS UNDERTAKING OF M/S. JAYANT INFRA PROJECTS ("ASSOCIATION OF PERSONS") ON A 'SLUMP SALE' BASIS AS A GOING CONCERN, BEING A MATERIAL RELATED PARTY TRANSACTION.

To consider, and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), subject to the provisions of the Memorandum and Articles of Association of the Company, the Company's policy on related party transactions, and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company vide resolutions passed at their respective meetings, and subject to such statutory, regulatory and/or other approvals, permissions and consents, if any, as may be required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") (which term shall include any Committee thereof constituted/to be constituted by the Board) to acquire and purchase the Business Undertaking of M/s. Jayant Infraprojects ('Association of Persons'), being a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on a 'slump sale' basis (within the meaning of Section 2(103) of the Income-tax Act, 2025) as a going concern ("Slump Sale"), against the payment of consideration other than cash to the members of Jayant Infraprojects ('Association of Persons').

RESOLVED FURTHER THAT the acquisition of the said Business Undertaking shall be undertaken pursuant to the Agreement to Sell and Transfer of Business ("BTA") and other ancillary agreements, documents and writings (collectively referred to as the "BTA Definitive Agreements"), without values being assigned to individual assets and liabilities, as a going concern, on such terms and conditions as may be agreed between the parties.



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RESOLVED FURTHER THAT the business undertaking comprises, inter alia, all assets (fixed and current assets) including equipment, tools, inventories, receivables, contracts, licenses, permits, approvals, intellectual property, and business records, liabilities, rights, claims, interests, benefits, obligations, services of employees along with employee benefit obligations, and all other assets and liabilities pertaining to the business of railway electrification, electrical contract work and civil construction carried on by Jayant Infraprojects ('Association of Persons'), together with all associated rights, title and interest therein (collectively referred to as the "Business Undertaking"),

RESOLVED FURTHER THAT the consideration for the aforesaid acquisition shall be discharged by the Company by way of issuance and allotment of Equity Shares of the Company on a preferential basis for consideration other than cash (share swap), aggregating to Rs. 8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only), in accordance with the applicable provisions of the Companies Act, 2013 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), on such terms and conditions as set out in the BTA Definitive Agreements and as mentioned in the explanatory statement.

RESOLVED FURTHER THAT the aforesaid transaction is a related party transaction within the meaning of Regulation 23 of the SEBI Listing Regulations and the Section 188 of the Companies Act, 2013 read with applicable rules made thereunder and is being undertaken on an arm's length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including but not limited to filing necessary applications, making regulatory filings, execution of any writings, obtaining approvals from governmental and regulatory authorities, and settling any questions, difficulties or doubts that may arise in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution to any Committee of the Board or any Director(s) or Key Managerial Personnel or any authorised officer(s) of the Company, as it may deem fit, to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, Audit Committee and/or any authorised persons of the Company in connection with the above transaction be and are hereby approved, ratified and confirmed in all respects."

DATE: April 27, 2026

PLACE: Bilaspur

REGISTERED OFFICE:

Mangal Smriti Bajpai Ground,
Tilaknagar, Bilaspur-495001,
Chattisgarh, Gujarat

**By the order of the Board
For, JAYANT INFRA TECH LIMITED**

**NILESH JOBANPUTRA
MANAGING DIRECTOR
DIN: 00188698**



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NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business is attached with this Notice of 01-2026-27 Extra-Ordinary General Meeting ("EGM").
2. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.
3. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.
4. We urge shareholders to support environmental protection by choosing to receive the Company's communication through email. Shareholders whose email address is not registered with the Company/ RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:
 - Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at ivote@bigshareonline.com (RTA Email ID).
 - Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).
 - Shareholders may note that registration of email address and mobile number is mandatory while voting electronically.
5. The Company's Registrar and Transfer Agents for its Share Registry Work is Bigshare Services Private Limited ("RTA" or "Registrar" or "Bigshare") having registered office at Office No. S6-2, 6thFloor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra., e- mail: investor@bigshareonline.com.
6. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of EGM ("Remote E-voting") in the manner provided below, during the e-voting period.
7. The Remote E-voting period commences on Saturday, May 23, 2026 at 9:00 am (IST) and ends on Tuesday, 26 May, 2026 at 5:00 pm (IST). During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
8. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, May 20, 2026 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
9. The Board of Directors has appointed M/s Rohtash Agrawal & Co., Practicing Company Secretaries, Raipur, (FCS: 5537, C.P. No. 4015) as the scrutinizer to the remote e-voting process in a fair and transparent manner. The Scrutinizer shall submit the report e-voting to the Chairman which shall be published on the website of the Company within 2 (two) working days of the conclusion of the Meeting.



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1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.
3. The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped, and signed, not less than 48 hours before the commencement of the Meeting.
4. Corporate Members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
8. The Explanatory Statement pursuant to Section 102 of the Act, accompanying Notice is annexed hereto.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
10. All the documents referred to in the EGM Notice and Explanatory Statement are open for inspection by the Members, without any fees, at the Corporate Office at **"Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001** of the Company between **11.30 A.M. to 04.00 P.M.** on all working days except (i.e. except Saturday(s), Sunday(s) and Public Holiday(s)) up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
11. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/InvestorRegistration.aspx> or Company
13. The Board of Director vide resolution dated April 27, 2026, has appointed M/s Rohtash Agrawal & Co., Practicing Company Secretaries, Raipur as scrutinizer for the Extra-Ordinary General Meeting of the Company.
14. Electronic Copy of the Notice of the EGM Notice, inter- alia, indicating the process and manner of E-voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to Bigshare Services Private Limited, the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e., info@jayantinfracom. and on the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The members may also send their requests for e-Copies of Annual Report to the Company's email Id cs@jayantinfracom.



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15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
16. In view of the Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e., Physical as well as Demat, the Company has already appointed M/s. Bigshare Services Pvt. Ltd. as Registrar & Transfer Agent for both the modes of transfers i.e., Physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below:
BIGSHARE SERVICES PRIVATE LIMITED
Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400093, Maharashtra
17. Members desirous of seeking any information concerning the accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
18. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client ID Number.



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E-VOTING INTRUCTIONS ARE AS UNDER:

- I. The voting period begins on Saturday, May 23, 2026 (09:00 A.M.) and will end on Tuesday, December 26, 2026 (05:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, May 20, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or visit www.cdslindia.com and click on Login icon and New System Myeasi Tab and then use your existing my easi username and password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote</p>



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	<p>website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>For OTP based login you can</p> <p>click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on</p>



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	BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting voting during the meeting.
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.

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

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

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**LOGIN**" button under the '**INVESTOR LOGIN**' section to Login on E-Voting Platform.
- Please enter you '**USER ID**' (User id description is given below) and '**PASSWORD**' which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.
- Note :** If you have not received any user id or password, please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).
- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
Note : If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.



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

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

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

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

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

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

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

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

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

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

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
- Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
- Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note : The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

- Your investor is now mapped, and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.



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

Helpdesk for queries regarding e-voting:

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

DATE: April 27, 2026
PLACE: Bilaspur

REGISTERED OFFICE:
Mangal Smriti Bajpai Ground,
Tilaknagar, Bilaspur-495001,
Chattisgarh, Gujarat

By the order of the Board
For, JAYANT INFRATECH LIMITED

NILESH JOBANPUTRA
MANAGING DIRECTOR
DIN: 00188698



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EXPLANATORY STATEMENT

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

ITEM NO.1

TO OFFER, ISSUE AND ALLOT EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON A PREFERENTIAL BASIS

The Members are hereby informed that, in order to strengthen the Company's position in the railway infrastructure sector and to achieve operational synergies, the Company has proposed to acquire the remaining stake in *M/s. Jayant Infraprojects* ('Association of Persons' Entity), which is engaged in the business of railway electrification, electrical contract work and civil construction activities. The Company is already holding 30% stake in the Entity and now proposes to acquire the entire business undertaking (assets and liabilities) of *Jayant Infraprojects* ('Association of Persons') in favour of the Company, as a going concern on Slump Sale basis, thereby enabling the Company to consolidate its operations.

The said acquisition is expected to enhance the Company's operational capabilities, improve execution efficiency in railway-related projects, and support long-term growth through integration of similar line of business operations.

As a purchase consideration for the said slump sale, the Company has proposed to issue and allot its Equity Shares to the members of the *Jayant Infraprojects*, as payment through a share swap arrangement. Accordingly, it is proposed to issue and allot Equity Shares of the Company on a preferential basis for consideration other than cash.

Pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 ("Act"), any preferential allotment of securities requires approval of the Members by way of a Special Resolution.

The total purchase consideration for sale and transfer of business of *M/s. Jayant Infraprojects* is Rs. 1256.67 Lakhs. As no Equity Shares shall be issued to the Company (being both member of *Jayant Infraprojects* and the Purchaser), such proportion of the Purchase Consideration shall stand automatically adjusted and deemed satisfied without issuance of Equity Shares to the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on **April 27, 2026**, has approved the issue and allotment of up to **12,55,000 (Twelve Lakhs Fifty-Five Thousand) fully paid-up Equity Shares** of face value of **Rs. 10/- (Rupees Ten Only)** each at a price of **Rs. 70/- (Rupees Seventy Only)** per Equity Share (including a premium of **Rs. 60/- per Equity Share**) ("Preferential Allotment Price"), aggregating to **Rs. 8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only)**, which is not less than the floor price determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), to the Proposed Allottees (who are Promoters of the Company), being members of *M/s. Jayant Infraprojects* ("Association of Persons"), i.e. swap of shares against the proposed sale and transfer of the business undertaking (assets and liabilities) of *Jayant Infraprojects* ('Association of Persons') in favour of the Company, as a going concern on Slump Sale basis (as defined in Section 2(103) of the Income Tax Act, 2025) ("Swap of Shares"), on a preferential basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with applicable laws and subject to necessary approvals.

The Entity is engaged in the business of design, drawing, supply, erection and commissioning of 25kV traction overhead equipment for railways and has demonstrated operational turnover in recent financial years. The acquisition falls within the ambit of related party transactions, as the promoters and promoter group of the Company are also members of the Entity. However, the transaction is being undertaken on an arm's length basis and is supported by an independent valuation report.



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Pursuant to the above transaction, the Company shall acquire the remaining stake in the Entity and the consideration shall be discharged by way of issuance of Equity Shares of the Company to the members of the Entity under the share swap arrangement. The necessary disclosures as required under the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the Companies Act, 2013 read with the rules made thereunder have been provided hereinabove and form part of this Explanatory Statement.

The Board of Directors is of the opinion that the proposed preferential allotment is in the best interest of the Company and accordingly recommends passing of the Special Resolution as set out in the accompanying Notice.

Except Mr. Nilesh Jobanputra and their immediate relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their respective shareholding, if any, in the Company.

The information as required under SEBI ICDR Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

A. Objects of Preferential Issue

The object of the proposed preferential issue is to acquire and purchase the business of M/s. Jayant Infracorps ("Association of Persons") as a going concern by way of slump sale against consideration other than cash (share swap arrangement). The acquisition is expected to strengthen the Company's position in the railway infrastructure sector, enhance operational efficiencies, and support long-term growth by integrating similar line of business activities.

The end use break-up of the Rs.8,78,50,000/- raised through preferential issue is as follows;

Sr. No.	Objects of the Preferential Issue	Total Estimated Amount to be utilized (Amount in Crores)#	Tentative Timelines for utilization of issue proceeds for each of the object
1.	To acquire and purchase the business of M/s. Jayant Infracorps ("Association of Persons/ Target entity") as a going concern by way of slump sale and through a share swap arrangement, thereby enabling the Company to exercise full control over the Entity. The acquisition is expected to strengthen the Company's position in the railway infrastructure sector, enhance operational efficiencies, and support long-term growth by integrating similar line of business activities.	Rs.8.78 crores	
Total		Rs.8.78 crores	-

B. The total/maximum number of securities to be issued, issue size, date of passing of Board resolution /Kinds of securities offered and the price at which security is being offered number of securities to be issue:

The Board of Directors has, in its meeting held on April 27, 2026, approved the issue and allotment of up to 12,55,000 (Twelve Lakhs Fifty Five Thousand) fully paid-up Equity Shares of the Company having a face



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value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 70/- (Rupees Seventy Only) per Equity Share, including a premium of Rs. 60/- per Equity Share, aggregating to Rs. 8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only), on a preferential basis for consideration other than cash, in accordance with the provisions of the Companies Act, 2013 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

C. Amount which the Company intends to raise by way of such securities/ size of the issue:

Not applicable. The issue of Subscription Shares is for non-cash consideration.

D. Intention of the Promoters, Directors, or Key Managerial Personnel of the issuer to subscribe to the Offer:

The Equity Shares proposed to be issued under the Preferential Issue shall be allotted to the Promoters and Promoter Group of the Company, are also being members of *M/s. Jayant Infracorps* ("Association of Persons and/ or Entity"), pursuant to the share swap arrangement, for acquisition of the the business of *M/s. Jayant Infracorps* ("Association of Persons/ antity') as a going concern by way of slump sale. Accordingly, the Promoters and Promoter Group shall subscribe to the Preferential Issue to the extent of their shareholding in the Entity.

E. The basis on which the price has been arrived at and Justification of Price for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer (including premium, if any):

The Equity Shares of the Company are listed and frequently traded in accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"). For the purpose of computation of the price per Equity Share, BSE Limited is the stock exchange having the highest trading volume in respect of the Equity Shares of the Company during the preceding 90 trading days prior to the relevant date has been considered.

The floor price of Rs. 65.25/- per Equity Share has been determined in accordance with the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations and is higher than the following:

- 90 trading days volume weighted average price (VWAP) of the Equity Shares preceding the relevant date: Rs. 64.98/- per Equity Share;
- 10 trading days volume weighted average price (VWAP) of the Equity Shares preceding the relevant date: Rs. 65.25/- per Equity Share.

Further, as per the valuation report dated April 27, 2026 issued by an Independent Registered Valuer, the fair value of the Equity Shares of the Company has been determined using internationally accepted valuation methodologies wherein the value per share under the Net Asset Value (NAV) method is Rs. 48.89/-, under the Discounted Cash Flow (DCF) method is Rs. 90.48/-, and Rs. 65.25/- under the Preferential Pricing Method, resulting in a weighted average fair value of Rs. 68.21/- per Equity Share.

Accordingly, the issue price of Rs. 70/- per Equity Share is higher than the aforesaid floor price prescribed under the SEBI ICDR Regulations as well as the fair value determined by the Registered Valuer and is in compliance with the applicable regulatory requirements.

The Valuation Report received from Independent Valuer i.e. CA CS RV Janak Jagjivan Shah (Registration no. IBBI/RV/06/2019/11559) dated Monday, April 27, 2026 having office at Office No. 201, Kamdhenu Complex, Ashram Road, Ahmedabad – 380009, Gujarat, India in terms of the SEBI (ICDR) Regulations is



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also available/disseminated on the website of the Company at <https://www.jayantinfracom/ShareholderServices.aspx>.

F. Equity Shareholding Pattern before and after the proposed preferential issue:

S.No.	Category	Pre-Issue Equity Shareholding ¹		Post-Issue Equity Shareholding ²	
		No. of Shares	% of shareholding	No. of Shares	% of shareholding
A.	Promoter and Promoter Group Holding				
1.	Indian				
	Individuals / HUF	57,72,936	55.85	70,27,936	60.63
2.	Foreign	0	0	0	0
	SUB-TOTAL (A)	57,72,936	55.85	70,27,936	60.63
B.	Public / Non-Promoter				
1.	Institutions	0	0	0	0
2.	Central Government/ State Government/ President of India	0	0	0	0
3.	Non-Institutions				
(i)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	23,50,500	22.74	23,50,500	20.28
(ii)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	14,04,750	13.59	14,04,750	12.12
4.	Non-Resident Indians	2,33,500	2.28	2,33,500	2.03
5.	Bodies Corporate				
(i)	Clearing Members	0	0	0	0
(ii)	Foreign Body Corporates	0	0	0	0
(iii)	Indian Body Corporates	1,68,750	1.63	1,68,750	1.46
6.	Foreign nationals	0	0	0	0
7.	Any Other (Firm, HUF and Clearing Members)	4,04,250	3.91	4,04,250	3.49
	SUB-TOTAL (B)	45,63,750	44.15	45,63,750	39.37
	TOTAL (A)+(B)	1,03,36,686	100	1,15,91,686	100

G. Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, 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 the special resolution by the Members for issue and allotment of the Equity Shares or 15 days after receiving in-principle approval letter from stock exchange, whichever is later. Provided that where the issue and allotment of the shares is

¹Pre-Issue shareholding pattern is based on the data as on 31.03.2025.

²The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares.



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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 receipt of last of such approvals or permissions.

H. Terms of payment:

Not applicable. The issue of Subscription Shares is for non-cash consideration.

I. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:

Sr. No	Proposed Allottee	PAN	Class of Subscriber	Ultimate Beneficial Owner	Pre-Issue Holding		No. of Equity Shares to be issued	post Pre-Issue Holding ³	
					No. of Shares	%		No. of Shares	%
1.	Nilesh Jobanputra	ABIPJ1781G	Promoter	Not Applicable	20,50,698	19.84	5,37,857	25,88,555	22.33%
2.	Jai Jobanputra	AZKPJ2975Q	Promoter Group	Not Applicable	15,08,724	14.60	7,17,143	22,25,867	19.20%

J. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the proposed promoters & promoter group. The Details of the same are provided in point I above.

K. Undertakings:

- Neither the Company nor any of its directors and/or Promoters/ promoter group have been declared as willful defaulters as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its directors and/or Promoters/ promoter group are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- None of the Promoters/ promoter group and/or directors of the company are fraudulent borrowers.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.
- The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

³ The post issue shareholding percentage is arrived after considering all the preferential allotments of equity shares.



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The approval of the Members is being sought to enable the Board to issue and allot the Equity Shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

L. Listing:

The Company will make an application to BSE Limited, where the existing Equity Shares of the Company are listed, for listing of the Equity Shares proposed to be issued and allotted under the Preferential Issue. The Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects.

M. Terms of Preferential Issue:

The Equity Shares are proposed to be issued on a preferential basis for consideration other than cash at an issue price of Rs. 70/- per Equity Share (including a premium of Rs. 60/- per Equity Share) in accordance with Regulation 164 of the SEBI ICDR Regulations to the Proposed Allottees, being members of M/s. Jayant Infraprojects ("Association of Persons and / or Entity"), towards discharge of the total consideration payable by the Company for the acquisition of the remaining business of the Entity on a going concern basis under the share swap arrangement. The Equity Shares so issued shall rank pari passu with the existing Equity Shares of the Company in all respects. The allotment shall be completed within such time as prescribed under the SEBI ICDR Regulations and other applicable laws.

N. Pricing of Preferential Issue:

The Board of Directors has determined the issue price of Rs. 70/- (Rupees Seventy Only) per Equity Share (including a premium of Rs. 60/- per Equity Share) in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

O. Name and address of the Registered Valuer who performed valuation:

Name	:	CA CS RV Janak Jagjivan Shah
Reg. No	:	IBBI/RV/06/2019/11559
Address	:	Office No. 201, Kamdhenu Complex, Ashram Road, Ahmedabad – 380009, Gujarat, India.

P. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Issue is Monday, **April 27, 2026**, being the working day preceding 30 days prior to the date of the Extra Ordinary General Meeting convened to consider and approve the proposed Preferential Issue.

Q. Change in Control, if any, consequent to preferential issue:

The proposed Preferential Issue is being undertaken pursuant to a share swap arrangement for acquisition of the business of the M/s. Jayant Infraprojects ("Association of Persons") as a going concern on slump sale basis. Accordingly, the said Preferential Issue shall not result in any change in control or management of the Company.

R. Lock-in period

The proposed allotment of the Equity Shares, shall be subject to a lock-in as per Regulation 167 and other applicable provisions of ICDR Regulations.



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S. Certificate from Practicing Company Secretaries:

A certificate from M/s Agrawal and Agrawal, Practicing Company Secretaries, certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of Chapter V of the SEBI ICDR Regulations, 2018 shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 05:00 on all working days of every week upto the last date of remote e-voting period and also available on the website of the Company at <https://www.jayantinfracom/ShareholderServices.aspx>.

T. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

Except to the extent of their shareholding, if any, in the Company and/or their interest as members of the Promoter and Promoter Group of the Company, and except Mr. Nilesh Jobanputra and their immediate relatives, No other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

U. The current and proposed status of the allottees post the preferential issues namely promoter or non-promoter:

Current Status of proposed allottees:

The Proposed Allottees are presently forming part of the Promoter and Promoter Group of the Company and shall continue to be classified as Promoters/Promoter Group of the Company after the Preferential Issue.

Sr. no.	Names of the Investors/ proposed Allottees	Current Status of the Proposed Allottee	Proposed Status of the Proposed Allottee post the preferential issue
1.	Nilesh Jobanputra	Promoter	Promoter
2.	Jai Jobanputra	Promoter Group	Promoter Group

ITEM NO.2

Approval for acquisition and purchase of the business undertaking of M/s. Jayant Infracorps ("Association of Persons") on a 'slump sale' basis as a going concern, being a material related party transaction.

The Members are hereby informed that subject to approval of the Members and such other approvals as may be required, the Board of Directors of the Company ("Board") at its meeting held on April 27, 2026, has approved the acquisition of the business undertaking of M/s. Jayant Infracorps ("Association of Persons/ Seller") on a slump sale basis as a going concern (as defined in Section 2(103) of the Income Tax Act, 2025).

The Company is presently holding 30% stake in M/s. Jayant Infracorps ("Association of Persons/ Seller") and has been associated with its business operations. The proposed transaction contemplates acquisition of the balance business undertaking, thereby enabling the Company to effectively consolidate the business and exercise full control over the operations.

The Seller is engaged in the business of railway electrification, electrical contract work and civil construction. The proposed acquisition is in line with the Company's business objectives and is expected to result in consolidation of operations, improved efficiencies and strengthening of the Company's presence in the infrastructure sector.



JAYANT INFRA TECH LIMITED

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The proposed transaction qualifies as a related party transaction in terms of Section 2(76) of the Companies Act, 2013 ("Act") and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as the promoters and promoter group of the Company are also members of the Seller entity. Further, the transaction is considered material under Regulation 23 of the SEBI Listing Regulations and accordingly requires approval of the Members.

The acquisition shall be undertaken by way of a slump sale, as defined under Section 2(103) of the Income Tax Act, 2025, pursuant to a Business Transfer Agreement ("BTA") and other related documents, whereby the business undertaking shall be transferred as a going concern without assigning individual values to assets and liabilities.

The business undertaking proposed to be acquired includes inter alia, all assets (fixed and current assets) including equipment, tools, inventories, receivables, contracts, licenses, permits, approvals, intellectual property, and business records, liabilities, rights, claims, interests, benefits, obligations, services of employees along with employee benefit obligations, and all other assets and liabilities pertaining to the business of railway electrification, electrical contract work and civil construction carried on by Jayant Infracorps ('Association of Persons'), together with all associated rights, title and interest therein (collectively referred to as the "Business Undertaking").

The total consideration for the said acquisition is Rs. 8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only), which shall be discharged by way of issuance and allotment of equity shares of the Company on a preferential basis for consideration other than cash (share swap), as detailed in Item No. 1 of this Notice. The said consideration represents acquisition of the business of the said entity as a going concern on slump sale basis.

The valuation of the business undertaking and the consideration has been determined based on a report obtained from an Independent Registered Valuer viz. CA CS RV Janak Jagjivan Shah having registration no. IBBI/RV/06/2019/11559. The Audit Committee and the Board of Directors have reviewed the proposed transaction and are of the opinion that the same is in the interest of the Company.

As per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the details w.r.t said related party transactions are as follows:

- **Name of the related party:** M/s. Jayant Infracorps (Association of Persons)
- **Name of the Director or Key Managerial Personnel who is related, if any:** Mr. Nilesh Jobanpurta, Managing Director of the Company is a promoter in the M/s. Jayant Infracorps.
- **Nature of relationship:** Mr. Nilesh Jobanpurta and Jai Jobanpurta being members of Association of Persons are also promoter & promoter group of the Company.
- **Nature, material terms, monetary, value and particulars of the arrangement:** The transaction involves acquisition of 12,55,000 equity shares of face value of Rs.10/- each of M/s. Jayant Infracorps Association of Persons ("AOP") by allotting 12,55,000 (Twelve Lakhs Fifty Five Thousand) Equity Shares at an issue price of Rs.70/- per equity share, aggregating to a total consideration of Rs.8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only) on a preferential basis for consideration other than cash (Swap of shares). M/s. Jayant Infracorps Limited is already holds 30% stake in M/s. Jayant Infracorps, Association of Persons ("AOP"). Now, The Company is acquiring the business undertaking (assets and liabilities) of Jayant Infracorps ('Association of Persons'), as a going concern on Slump Sale basis (as defined in Section 2(103) of the Income Tax Act, 2025), by way of



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preferential issue pursuant to allotment of 12,55,000 equity share of Rs.10/- each to the members of M/s. Jayant Infraprojects, Association of Persons ("AOP") viz. Mr. Nilesh Jobanputra and Jai Jobanputra, being the Member of Promoter and Promoter group of the Company and also members of the Association of Persons. Further, no Equity Shares shall be issued to the Company and such proportion of the Purchase Consideration shall stand automatically adjusted and deemed satisfied without issuance of Equity Shares to the Company.

- The total purchase consideration for sale and transfer of business of M/s. Jayant Infraprojects is Rs. 1256.67 Lakhs As no Equity Shares shall be issued to the Company (being both member of Jayant Infraprojects and the Purchaser), such proportion of the Purchase Consideration shall stand automatically adjusted and deemed satisfied without issuance of Equity Shares to the Company.

As per SEBI Circular SEBI/HO/CFD/CFD-PoD2/P/CIR/2025/135 dated October 13, 2025, the minimum information to be placed before shareholders for approval of related party transactions are as follow;

Sr. No.	Particulars	Details
1.	Summary of the information provided by the management of the Company to the Audit Committee	<p>The transaction involves acquisition of 12,55,000 equity shares of face value of Rs.10/- each of M/s. Jayant Infraprojects Association of Persons ("AOP") by allotting 12,55,000 (Twelve Lakhs Fifty Five Thousand) Equity Shares at an issue price of Rs.70/- per equity share, aggregating to a total consideration of Rs.8,78,50,000/- (Rupees Eight Crores Seventy Eight Lakhs Fifty Thousand Only) on a preferential basis for consideration other than cash (Swap of shares). M/s. Jayant Infratech Limited is already holds 30% stake in M/s. Jayant Infraprojects, Association of Persons ("AOP"). Now, The Company is acquiring business undertaking (assets and liabilities) of Jayant Infraprojects ('Association of Persons'), as a going concern on Slump Sale basis.</p> <p>Our Promoters, Jayant Infraprojects is Association of Persons and Mr. Nilesh Jobanputra and Jai Jobanputra being members of Association of Persons are also promoter & promoter group of the Company.</p> <p>The acquisition of equity shares of Jayant Infraprojects Association of Persons ("AOP") by the Company, will be completed upto twelve months from the date of execution of Business Transfer Agreement, subject to the approval of shareholders of the Company and receipt of in-principle approval from the stock exchanges.</p> <p>Line of Business: design, drawing, supply, erection, and commissioning of 25kV, 50Hz Single Phase Traction Overhead Equipment for the Railways</p> <p>Date of Incorporation: April 01, 2021</p>



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		Turnover for last 3 (three) financial years are as below:	
		Financial Year	Amount
		F.Y. 2022-23	Rs.1,05,57,932/-
		F.Y. 2023-24	Rs.1,89,59,970/-
		F.Y. 2023-24	Rs.1,21,07,463/-
2.	Justification for why the proposed was in the interest of the Company	The proposed acquisition will enable the Company to consolidate its existing investment in the Target Entity and achieve full ownership and control over its operations. The Target Entity operates in the same line of business, i.e., railway electrification and infrastructure contracting, thereby ensuring strong operational and strategic alignment.	
3.	Whether the transaction relates to loans, inter-corporate deposits, advances or investments made or given by the Company or subsidiary	Not Applicable	
4.	A statement that the valuation report or other external report, if any relied upon by the listed company in relation to the proposed transaction.	The valuation of the business undertaking and the consideration has been determined based on a report obtained from an Independent Registered Valuer viz. CA CS RV Janak Jagjivan Shah having registration no. IBBI/RV/06/2019/11559.	
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	The annual consolidated turnover of M/s. Jayant Infracorps ("Association of Persons") is ₹225,833,237.20 (₹22.58 Crores approx.). The value of the proposed related party transaction is ₹8,78,50,000/- (₹8.79 Crores approx.), which represents approximately 38.89% of the annual consolidated turnover of the counter-party.	
6.	Any other information that may be relevant	NIL	

DATE: April 27, 2026

PLACE: Bilaspur

REGISTERED OFFICE:

**Mangal Smriti Bajpai Ground,
Tilak nagar, Bilaspur-495001,
Chattisgarh, Gujarat**

**By the order of the Board
For, JAYANT INFRA TECH LIMITED**

**NILESH JOBANPUTRA
MANAGING DIRECTOR
DIN: 00188698**



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ATTENDANCE SLIP

Extra-Ordinary General Meeting

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

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

I hereby record my presence at the Extra-Ordinary General Meeting of the Members of JAYANT INFRA TECH LIMITED ("THE COMPANY") will be held at "Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001 on Wednesday, May 27, 2026 at 04.00 p.m.

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

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

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



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Form No. MGT-11

Proxy Form

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

CIN L35202CT2003PLC015940
Name of the Company JAYANT INFRATECH LIMITED
Registered office Mangal Smriti, Bajpai Ground, Tilak Nagar, Bilaspur, Chhattisgarh – 495001, India.

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

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

- 1 Name**
Address
Email ID
Signature or failing him

- 2 Name**
Address
Email ID
Signature or failing him

- 3 Name**
Address
Email ID
Signature or failing him

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of JAYANT INFRATECH LIMITED ("THE COMPANY") will be held at "Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001 on Wednesday, May 27, 2026 at 04.00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:



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S. No.	Resolution(S)	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
Special Business:			
1.	TO OFFER, ISSUE AND ALLOT EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH ON A PREFERENTIAL BASIS- SPECIAL RESOLUTION		
2.	TO CONSIDER AND APPROVE AN ACQUISITION AND PURCHASE OF THE BUSINESS UNDERTAKING OF M/S. JAYANT INFRAPROJECTS ("ASSOCIATION OF PERSONS") ON A 'SLUMP SALE' BASIS AS A GOING CONCERN, BEING A MATERIAL RELATED PARTY TRANSACTION. - SPECIAL RESOLUTION		

*Applicable for investors holding shares in electronic form

Signed this.....day of2026.

Signature of shareholder(s)

Signature of Proxy holder(s)



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Notes to Proxy Form:

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

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Route map of the venue

JAYANT INFRATECH LIMITED

Address: Mangal Smriti Bajpai Ground, Tilak Nagar, Chhattisgarh 495001, India

