JAYANT INFRATECH LIMITED

CIN: L35202CT2003PLC015940 | **Registered Office:** Mangal Smriti Bajpai Ground, Tilak Nagar Bilaspur-495001
E-mail :info@jayantinfra.com | **Contact No. :** +91 7773015688, | **Website :**www.jayantinfra.com

Dear Member(s)

NOTICE is hereby given that 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 Tuesday, the November 10, 2026** at **01:00 P.M.** (IST) **to transact with or without modification(s) the following business**:

SPECIAL BUSINESS

1. **TO CONSIDER AND APPROVE THE ACQUISITION OF THE ENTIRE BUSINESS UNDERTAKING OF M/S. JAYANT INFRAPROJECTS (JIP), (ASSOCIATION OF PERSONS (AOP)) ON A SLUMP SALE BASIS, BEING A MATERIAL RELATED PARTY TRANSACTION.**

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

   "RESOLVED THAT pursuant to Sections 177 and 188 and other applicable provisions 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), 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"), and applicable SEBI circulars and Industry Standards relating to related party transactions, 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 approval of the Board of Directors of the Company vide resolution passed at their respective meetings held on October 01, 2026, 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 entire business undertaking of M/s. Jayant Infraprojects, an Association of Persons ("Seller"), 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, as applicable, on a 'slump sale' basis ("Slump Sale"), for an aggregate consideration of Rs.12,56,67,000/- (Rupees Twelve Crore Fifty-Six Lakh Sixty-Seven Thousand Only), on such terms and conditions as may be agreed between the parties.

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

   RESOLVED FURTHER THAT the business undertaking comprises, inter alia, all assets (including movable and immovable properties, plant and machinery, equipment, tools, inventories, receivables, contracts, licenses, permits, approvals, intellectual property, business records, and goodwill), liabilities, rights, interests, benefits, obligations, 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 the Seller, together with all associated rights, title and interest therein (collectively referred to as the "Business Undertaking"), but excluding such assets and liabilities as may be specifically identified as excluded in the Business Transfer Agreement, subject to applicable law and necessary consents and approvals.

RESOLVED FURTHER THAT the total consideration for the aforesaid acquisition, aggregating to Rs. 12,56,67,000/- (Rupees Twelve Crore Fifty-Six Lakh Sixty-Seven Thousand Only), shall be discharged by the Company by way of adjustment of the value attributable to its existing 30% interest in the Seller, amounting to Rs. 3,77,00,100/- (Rupees Three Crore Seventy-Seven Lakh One Hundred Only), and payment of the balance consideration of Rs. 8,79,66,900/- (Rupees Eight Crore Seventy-Nine Lakh Sixty-Six Thousand Nine Hundred Only) to the other members of the Seller, comprising Rs. 3,77,00,100/- payable to Mr. Nilesh Jobanputra and Rs. 5,02,66,800/- payable to Mr. Jai Jobanputra, in accordance with the terms and conditions set out in the BTA Definitive Agreements and as mentioned in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT in the event the Company is unable to discharge any unpaid portion of the consideration within the stipulated period as provided in the BTA Definitive Agreements, the Company may, subject to the terms thereof and applicable law, discharge such unpaid consideration by way of issuance and allotment of fully paid-up Equity Shares of the Company on a preferential basis against such unpaid consideration, with such issuance being deemed to constitute payment of the unpaid cash consideration in accordance with the terms of the definitive agreements., subject to obtaining all necessary approvals, including separate approval of the Members, wherever required, and compliance with the applicable provisions of the Companies Act, 2013, Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), the SEBI Listing Regulations and other applicable laws.

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 finalise, negotiate, execute and enter into the BTA Definitive Agreements and all such other agreements, deeds, documents, writings and arrangements, and 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, 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."

For Jayant Infratech Limited
Sd/-
Nilesh Jobanputra
Managing Director
DIN: 00188698

Place : Bilaspur
Date : 19.10.2026

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 02-2026-2027 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 evoting period.
7. The Remote E-voting period commences on, Saturday, November 07, 2026, at 9:00 am (IST) and ends on Monday, November 09, 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 **Tuesday, November 03, 2026 (the "Cut Off Date**") only shall be entitled to vote through Remote E-voting and at the EGM. 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,** 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.
10. 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.
11. 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.

12. 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.
13. 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.
14. 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.
15. 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.
16. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
17. The Explanatory Statement pursuant to Section 102 of the Act, accompanying Notice is annexed hereto.
18. 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.
19. 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.
20. 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.
21. 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
22. The Board of Director vide resolution dated **October 19, 2026**, has appointed M/s Rohtash Agrawal & Co., Practicing Company Secretaries, Raipur as scrutinizer for the Extra-Ordinary General Meeting of the Company.
23. Electronic Copy Notice of the 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@jayantinfra.com. 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@jayantinfra.com.
24. 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.

25. 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 PVT. LTD.
    Office No S6-2, 6th Floor, Pinnacle Business Park,
    Next to Ahura Centre, Mahakali Caves Road,
    Andheri (East) Mumbai – 400093

26. 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.
27. 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, November 07, 2026 (09:00 A.M.) and will end on Monday, November 09, 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. Tuesday, November 03, 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

II. 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.

III. 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**	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/EasiRegistrationor visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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** 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.

	If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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. 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 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.
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.

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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.comor 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**'.

     (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.

   <u>Investor vote File Upload:</u>
   - To cast your vote select "**VOTE FILE UPLOAD**" option from left hand side menu on custodian portal.
   - 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.

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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.

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EXPLANATORY STATEMENT

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

ITEM NO.1

TO CONSIDER AND APPROVE THE ACQUISITION OF THE ENTIRE BUSINESS UNDERTAKING OF M/S. JAYANT INFRAPROJECTS (JIP), (ASSOCIATION OF PERSONS (AOP)) ON A SLUMP SALE BASIS, 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 October 01, 2026 has approved the acquisition of the business undertaking of M/s. Jayant Infraprojects ("Association of Persons/Seller") on a slump sale basis. The members of AOP also decided to sale the business undertaking of M/s. Jayant Infraprojects on a slum sale basis.

The proposed transaction has been considered by the Audit Committee and the Board of Directors of the Company. The approval of the Members is being sought in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), and other applicable provisions of law.

Background and details of the Seller

The Company presently holds a 30% interest in JIP/AOP and has been associated with its business operations. The proposed transaction involves the acquisition of the entire Business Undertaking of JIP/AOP, thereby consolidating the business operations under the Company and enabling the Company to directly undertake and manage the acquired business as part of its own operations.

JIP/AOP carries on business relating to railway infrastructure, including the design, drawing, supply, erection and commissioning of 25kV, 50Hz single-phase traction overhead equipment for Railways, railway electrification, electrical contract work and civil construction. The address of the Seller, as provided in the transaction records, is Mangal Smriti, Bajpai Ground, Tilak Nagar, Bilaspur, Chhattisgarh

The proposed acquisition is aligned with the Company's existing business activities and is expected to facilitate consolidation of operations, improve operational coordination, enable more efficient utilisation of resources and strengthen the Company's presence in railway infrastructure and allied contracting activities.

Nature and structure of the proposed transaction

The proposed acquisition shall be undertaken on a slump-sale basis, pursuant to the Agreement to Sell and Transfer of Business ("Business Transfer Agreement" or "BTA") and the related definitive transaction documents executed or to be executed in connection with the transaction, as applicable.

The Business Undertaking shall comprise the business and operations of JIP/AOP relating to railway infrastructure, railway electrification, electrical contract work and civil construction, together with the assets, properties, rights, interests, benefits, obligations and liabilities agreed to be transferred under the BTA. These may include movable and immovable assets, plant and machinery, equipment, tools, inventories, receivables, advances, contracts, licences, permits, approvals, intellectual property, business records, goodwill, employees and employee-related obligations, and other assets and liabilities pertaining to the business, subject to the specific inclusions and exclusions set out in the BTA.

The Business Undertaking is proposed to be transferred without assigning separate values to individual assets and liabilities forming part thereof, in accordance with the terms of the BTA and applicable law.

Consideration and payment mechanism
The aggregate consideration for the acquisition of the Business Undertaking is ₹12,56,67,000/- (Rupees Twelve Crore Fifty-Six Lakh Sixty-Seven Thousand only).

The consideration is proposed to be discharged as follows:

1. An amount of ₹3,77,00,100/- (Rupees Three Crore Seventy-Seven Lakh One Hundred only), attributable to the Company's existing 30% interest in JIP/AOP, shall be adjusted against the aggregate consideration in accordance with the BTA.

2. The balance consideration of ₹8,79,66,900/- (Rupees Eight Crore Seventy-Nine Lakh Sixty-Six Thousand Nine Hundred only) shall be paid to the other members of JIP/AOP in accordance with the allocation and payment terms set out in the BTA, comprising ₹3,77,00,100/- payable to Mr. Nilesh Jobanputra and ₹5,02,66,800/- payable to Mr. Jai Jobanputra.

The consideration and payment mechanism shall be subject to the final terms of the BTA and applicable law.

In the event that the Company is unable to discharge any unpaid portion of the consideration within the stipulated period as provided under the BTA, the Company may, subject to the terms of the BTA and applicable law, settle such unpaid consideration by way of issuance and allotment of fully paid-up equity shares of the Company on a preferential basis against such unpaid consideration, with such issuance being deemed to constitute payment of the unpaid cash consideration. Any such issuance and allotment shall be subject to obtaining all necessary statutory, regulatory and shareholder approvals, wherever required, and compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI Listing Regulations and other applicable laws. For the avoidance of doubt, the approval sought under the present resolution is for the proposed related party transaction and shall not, by itself, constitute approval for the issuance or allotment of any equity shares of the Company.

Valuation of the Business Undertaking
The consideration for the proposed acquisition has been evaluated with reference to the valuation report dated **September 30, 2026**. The valuation report indicates a value of **₹12,56,67,000/-** for the Business Undertaking.

The Audit Committee and the Board have considered the proposed transaction and the valuation material placed before them.

Related party relationship and materiality
The proposed transaction constitutes a related party transaction within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI Listing Regulations, as applicable, because

Mr. Nilesh Jobanputra and Mr. Jai Jobanputra, who are members of JIP/AOP, are also associated with the promoter/promoter group of the Company. Mr. Nilesh Jobanputra is the Managing Director of the Company.

The transaction is being placed before the Members for approval as a material related party transaction in accordance with Regulation 23 of the SEBI Listing Regulations. The applicable voting restrictions for related parties shall apply to the resolution in accordance with law.

The transaction has been considered by the Audit Committee and the Board with reference to the valuation report and other supporting information. Any statement that the transaction is on an arm's-length basis shall be read in conjunction with the supporting assessment and records of the Audit Committee and the Board.

The Audit Committee has reviewed the certificates furnished by the Managing Director/Chief Executive Officer and the Chief Financial Officer of the Company, as applicable, in connection with the proposed transaction, in accordance with the applicable SEBI circulars and Industry Standards relating to Related Party Transactions. This statement shall be retained only after confirming that the relevant certificates were furnished and reviewed by the Audit Committee.

Rationale and benefits of the proposed acquisition

The proposed acquisition is expected to provide the following benefits to the Company:

- The AOP has achieved a turnover of ₹22.58 crore as on March 31, 2026, and has an additional business pipeline of approximately ₹100 crore. The proposed acquisition is expected to provide significant synergies by strengthening the Company's business operations, expanding its revenue base, and enabling the Company to capitalize on the existing business pipeline, thereby supporting future growth.
- Consolidation of the Business Undertaking and related operations with the Company's existing railway infrastructure business.
- Strengthening of the Company's operational capabilities and business presence in railway infrastructure, electrical contracting and civil construction.
- Improved coordination and operational efficiencies in the execution and management of railway electrification and infrastructure projects.
- Better utilisation of equipment, personnel, contractual relationships and other business resources, to the extent transferred under the BTA.
- Integration of the acquired business with the Company's existing business operations and management structure.

The Board is of the view that the proposed acquisition is in the interest of the Company, subject to completion of the transaction in accordance with the BTA and applicable law.

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 Infraprojects (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 Infraprojects.
- **Nature of relationship**: Mr. Nilesh Jobanputra and Jai Jobanputra being members of Association of Persons are also promoter & promoter group of the Company
- **Nature, material terms, monetary, value and particulars of the arrangement:** Acquisition of the entire Business Undertaking of JIP/AOP on a slump-sale basis for an aggregate consideration of

₹12,56,67,000/-, subject to the terms of the BTA. The consideration is proposed to be discharged by adjustment of ₹3,77,00,100/- attributable to the Company's existing 30% interest and payment of the balance ₹8,79,66,900/- to the other members of JIP/AOP in accordance with the BTA.

- **Any other information relevant to the transaction**: -The transaction is subject to the BTA, the approvals of the Members and other applicable statutory, regulatory and stock exchange requirements.

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.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	As per **Annexure I**
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT.	The proposed acquisition will enable the Company to consolidate the Business Undertaking of JIP/AOP with its existing railway infrastructure business and directly manage the acquired operations. As the Business Undertaking operates in allied areas, including railway electrification, electrical contracting and civil construction, the acquisition is expected to improve operational coordination, facilitate more efficient utilisation of resources and strengthen the Company's operational capabilities and business presence. The transaction is proposed to be undertaken subject to the terms of the BTA, the valuation report and applicable legal and regulatory requirements.
3.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board on October 01, 2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of an Ordinary resolution.

5.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not Applicable
6.	Any other Information	None

The proposed material Related Party Transaction has been considered by the Audit Committee and approved by the Board of Directors at their respective meetings held **on October 01, 2026**, subject to the approval of the Members and other applicable approvals, if any. Draft agreement is available at the registered office of the company for review of shareholders during the working hours of the company. Shareholders are requested to provide approval for execution of this agreement. The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

The Members may note that, in terms of Regulation 23 of the SEBI Listing Regulations, no related party shall vote to approve the resolution, whether or not such related party is a party to the particular transaction, subject to applicable law.

All documents referred to in the Notice and this Explanatory Statement, including the valuation report and the relevant transaction documents, shall be available for inspection by the Members in accordance with applicable law and the inspection arrangements specified in the Notice.

JAYANT INFRATECH LIMITED

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

MINIMUM INFORMATION PROVIDED TO THE AUDIT COMMITTEE FOR APPROVAL OF RELATED PARTY TRANSACTION in accordance with the revised SEBI RPT Industry Standards dated 26 June 2025, applicable with effect from 1 September 2025. The Standards require disclosures under A(1) to A(5) for all RPTs.

A(1). BASIC DETAILS OF THE RELATED PARTY

Sr. No.	Particulars	Information provided by the Management
1.	Name of the Related Party	M/s. Jayant Infraprojects (Association of Persons) ("JIP/AOP")
2.	Country of incorporation / constitution of the Related Party	India
3.	Nature of business of the Related Party	JIP/AOP is engaged in the business of railway infrastructure, including design, drawing, supply, erection and commissioning of 25kV, 50Hz Single Phase Traction Overhead Equipment (OHE) for Railways, electrical contract work and civil construction.

A(2). RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

Sr. No.	Particulars	Information provided by the Management
1.	Relationship between the Listed Entity and the Related Party, including nature of concern (financial or otherwise)	Jayant Infratech Limited ("JIL") presently holds 30% interest in JIP/AOP. JIP/AOP is a related party of JIL.
2.	Nature of concern/interest	JIL is presently a member of JIP/AOP and proposes to acquire the Business Undertaking of JIP/AOP through a slump sale pursuant to the BTA.
3.	Capital contribution, where applicable	30% interest in JIP/AOP.
4.	Shareholding / interest of the Related Party in the Listed Entity	NIL
5.	Promoter / Director / KMP interest	Mr. Nilesh Jobanputra and Mr. Jai Jobanputra are members of JIP/AOP and are also associated with the Promoter/Promoter Group of JIL

A(3) DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

Sr. No.	Particulars	Information provided by the Management
1.	Total amount of transactions undertaken by JIL with JIP/AOP during FY 2025-26.	Purchase from JIL 70,40,740/- Sale to JIL 19,41,25,512/-
2.	Total amount of transactions undertaken by JIL with JIP/AOP during FY 2026-27 up to 30 September 2026	Purchase From JIL 2,16,13,526/- Sale to JIL 8,65,31,918/-
3.	Details/nature of previous transactions	Work Contract- Sub contract Service
4.	Default, if any, by JIP/AOP concerning any obligation undertaken under a transaction/arrangement with JIL during FY 2025-26	NIL

A(4) AMOUNT OF THE PROPOSED TRANSACTION

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Sr. No.	Particulars	Information provided by the Management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹12,56,67,000/- (Rupees Twelve Crores Fifty-Six Lakhs Sixty-Seven Thousand Only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? Yes or No?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.25%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NIL
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	55.65%
6.	Financial performance of the related party for the immediately preceding financial year:	**Particular** **FY2025-26 (INR)** Turnover **₹22,58,33,237.20** Profit After Tax **₹1,30,61,591.00** Net worth **₹2,01,59,949.00**

A(5) BASIC DETAILS OF THE PROPOSED TRANSACTION

Sr. No.	Particulars	Information provided by the Management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition and purchase of the Business Undertaking of M/s. Jayant Infraprojects (Association of Persons) on a "slump sale" basis from the members of AOP.
2.	Details of each type of the proposed transaction	The Company proposes to acquire and purchase/take over the entire Business Undertaking of M/s. Jayant Infraprojects (AOP) on a slump sale basis. The Business Undertaking includes, inter alia, the business assets, fixed and current assets, inventories, receivables, advances, rights, claims, benefits and entitlements, contracts, licences, permits and approvals, books and records, technical information, intellectual property, employees and employee-related obligations, liabilities and other rights, title and interests associated with the Business

		Undertaking. The transaction is for a lump-sum consideration of ₹12,56,67,000/-, without assigning separate values to individual assets or liabilities forming part of the Business Undertaking. The Company's existing 30% interest in the AOP is adjusted against its proportionate share of the total purchase consideration, and the balance consideration is payable to the other members in accordance with the BTA.
3.	Tenure of the proposed transaction	The acquisition is proposed to be completed within six months from the date of execution of the Business Transfer Agreement, subject to approval of the shareholders of the Company. The transaction shall be completed in accordance with the BTA and is subject to satisfaction or waiver of the Conditions Precedent and receipt of requisite corporate, shareholder, Stock Exchange, statutory and regulatory approvals.
4.	Value of the proposed transaction	₹12,56,67,000/- (Rupees Twelve Crores Fifty-Six Lakhs Sixty-Seven Thousand Only).
5.	Whether the transaction is an omnibus transaction or a specific identified transaction	Specific identified transaction. The approval is sought for the acquisition of the identified Business Undertaking of JIP/AOP pursuant to the BTA and related/ancillary documents.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is in the interest of the Company as it will enable the Company to acquire the entire Business Undertaking of the AOP, thereby consolidating and integrating the business and operations presently carried on through the AOP with the Company. The acquisition is expected to provide greater operational control, facilitate business integration and operational efficiencies, strengthen the Company's presence in the railway infrastructure, railway electrification, electrical contracting and allied civil construction activities, and enable the Company to leverage the assets, contracts, licences, approvals, technical capabilities, workforce and business opportunities associated with the Business Undertaking. The consideration has been determined with reference to the valuation of the Business Undertaking and the transaction is proposed to be undertaken on the terms set out in the BTA.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Nilesh Jobanputra, Managing Director of the Company, is a 30% member of M/s. Jayant Infraprojects (AOP) and therefore has a direct interest in the proposed transaction. Mr. Jai Jobanputra, being a member of the Promoter/Promoter Group, holds 40% interest in M/s. Jayant Infraprojects (AOP) and has a direct interest in the proposed transaction. Jayant Infratech Limited itself holds 30% interest in the AOP, which is

		proposed to be adjusted against its proportionate share of the purchase consideration.
7(a).	Name of the director / KMP	Mr. Nilesh Jobanputra – Managing Director
7(b).	Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Nilesh Jobanputra – 30% direct interest in M/s. Jayant Infraprojects (AOP).
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes. A valuation report dated 30 September 2026, has been obtained for the Business Undertaking. The value determined is ₹12,56,67,000 (₹12.5667 crore). The valuation report was placed before the Audit Committee.
9.	Other information relevant for decision making	The proposed transaction to be executed pursuant to the Agreement to Sell and Transfer of Business dated 30th September 2026. The transaction is subject to the applicable Conditions Precedent, requisite corporate/shareholder and other statutory/regulatory approvals. The total consideration is ₹12,56,67,000/-, of which the consideration attributable to the Company's existing 30% interest in the AOP is adjusted against the total consideration. The member-wise consideration under the BTA is: Mr. Nilesh Jobanputra – ₹3,77,00,100/-; Jayant Infratech Limited – ₹Nil cash, being adjusted against its existing interest; and Mr. Jai Jobanputra – ₹5,02,66,800/-. The BTA further provides for a fallback mechanism, subject to applicable law and requisite approvals, whereby any unpaid cash consideration may be discharged through issue/allotment of fully paid-up equity shares of the Company.

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Route map of the venue

JAYANT INFRATECH LIMITED

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

