



JAYANT INFRA TECH LIMITED

(Formerly Known as Jayant Infratech Private Limited)

CIN: U35202CT2003PLC015940 | **Registered Office:** Mangal Smriti Bajpai Ground, Tilak Nagar Bilaspur-495001

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

POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of Companies (Management and Administration) Rules, 2014)

Dear Member(s)

Notice is hereby given to the members of Jayant Infratech Limited ("Company"), pursuant to Section 108, Section 110, and other applicable provisions of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, MCA General Circular No. 09/2023 dated September 25, 2023, circulars issued by SEBI and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") that the resolutions as set out under this Notice are proposed for the consideration of the members of the Company for passing by means of Ballot voting and by voting through electronic means.

The Board of the Company, at its meeting held on 20.11.2023 has appointed Mr. Rohtash Kumar Agrawal (Membership No: 55371 and CoP No:4015) of M/s. Rohtash Agrawal and co., Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear on the Register of Members/Record of Depositories as on Cut-off-date i.e., 17.11.2023.

The proposed Resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Bigshare Services Private Limited to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members are requested to carefully read the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting. The e-voting will commence on Tuesday, 21.11.2023 (9.00 A.M.) and ends on Thursday 21.12.2023 (5.00 P.M.).

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots. The said results will be posted on the Company's website viz www.jayantinfra.com besides communicating to the Stock Exchange where the Company's shares are listed.

For Jayant Infratech Limited

Sd/-
Nilesh Jobanputra
Managing Director
DIN : 00188698

Place : Bilaspur
Date : 20.11.2023



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SPECIAL BUSINESS

1. TO CONSIDER AND APPROVE INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 61, Section 64, and other applicable provisions of the Companies Act, 2013 read with (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs.12,00,00,000 (Rupees twelve crores only) divided into 1,20,00,000 (one crores and twenty lakhs) equity shares of Rs.10 (Rupees ten only) each to Rs.15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore and fifty lakhs) equity shares of Rs.10 (Rupees ten only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

"The Authorized Share Capital of the Company is Rs.15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore and fifty lakhs) equity shares of Rs.10 (Rupees ten only) each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors and the Company Secretary of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

2. TO CONSIDER AND APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for the addition of the following Article as Article Clause II(8A) to the Articles of Association of the Company:

"Clause II(8A). The Company shall have the power, subject to the provisions of the Act and the guidelines as may be prescribed, to issue share warrants or other securities convertible or nonconvertible into equity shares."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."



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3. TO CONSIDER AND APPROVE ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

"**RESOLVED THAT** pursuant to Sections 23(1)(b), Section 42, Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, (hereinafter referred to as "**Applicable Regulatory Authorities**") and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue, and allot on a preferential basis, in one or more tranches, up to 22,22,000 Fully Convertible Warrants (hereinafter referred to as "Warrants") carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.105.50/- (Rupees one hundred five and fifty paise Only) to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

Sr. No	Name of Allottee	Number of Fully Convertible Warrants	Category of Shareholder
1.	Nikita Hardik Parekh	1,80,000	Non-Promoter / Public
2.	Hardik Dilip Parekh	1,80,000	Non-Promoter / Public
3.	Bindu Ashwin Gandhi	90,000	Non-Promoter / Public
4.	Kaushal Ashwin Gandhi	90,000	Non-Promoter / Public
5.	Kinjal kaushal Gandhi	90,000	Non-Promoter / Public
6.	Kaushal Ashwin Gandhi (HUF)	90,000	Non-Promoter / Public
7.	Nihir Chandrakant Shah	90,000	Non-Promoter / Public
8.	Evolution Capital Advisory Services Private Limited	14,12,000	Non-Promoter / Public



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RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the "**Relevant Date**" for determination of the floor price of the Warrants to be issued in terms hereof, shall be, 20.11.2023 being the date 30 (Thirty) days prior to the date on which resolution is deemed to be passed in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

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

- a) Fully Convertible Warrants' subscription price equivalent to 25% of the Warrant price will be payable at the time of subscription of Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the Warrant price of the Equity Shares. Convertible Warrant exercise price equivalent to the 75% of the Warrant price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Warrants;
- b) The Warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- c) The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- d) Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- e) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- f) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant Holder to the Company in accordance with the provisions of SEBI (ICDR) Regulations;
- g) The warrant holder(s) shall be entitled to exercise the option of exercising Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- h) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company at the time of subscription of Warrants shall stand forfeited;



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- i) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants;
- j) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- k) Apart from the said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company;
- l) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchange(s) where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank pari-passu with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited ("**BSE**"), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to its director(s) and/or any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

For Jayant Infratech Limited

Sd/-

Nilesh Jobanputra

Managing Director

DIN: 00188698

Place : Bilaspur

Date : 20.11.2023



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NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Bigshare Services Private Limited, the Company's Registrars and Transfer Agent ('RTA') as on Friday, November 17, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, November 17, 2023.
3. Members whose e-mail addresses are registered with the Company/RTA/Depositories will receive the notice of postal ballot in electronic form. However, should they wish to vote through physical ballot form, they can download the same from the website of the Company www.jayantinfra.com. For Members whose e-mail addresses are not registered, physical copies of the Notice of postal ballot are being sent by registered post or speed post or courier along with a postage-prepaid self-addressed Business Reply Envelope. To seek a duplicate Postal Ballot Form, please contact the Company at info@jayantinfra.com. The Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member. Members wishing to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than the close of working hours, i.e., 5:00 p.m. (IST) on Thursday, December 21, 2023.
4. The Postal Ballot Form should be completed and signed by the Member. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. As mentioned above, the postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members, will also be accepted. Postal Ballot Forms received after 5:00 p.m. (IST) on Thursday, December 21, 2023, shall be deemed invalid. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Member or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person with the proof of their authorization.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes either through physical postal ballot or by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
6. The Company is also providing remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned below in the Notice.
7. Please note that the Company is providing both, voting by electronic means as well as voting by physical ballot form, to its members. Members can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In cases where Members cast their votes through both modes, votes cast through e-voting shall be treated as valid and votes cast through the physical Postal Ballot Forms will be treated as invalid. Further, Members cannot exercise votes by proxy, though corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.
8. The voting shall commence on Tuesday, November 21, 2023 (09:00 A.M.) and will end on Thursday, December 21, 2023 (05:00 P.M.) (Both days inclusive) (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically or through physical ballot form. The remote e-voting module shall be disabled by BIGSHARE for voting thereafter. Any physical ballot forms received after the voting period shall be treated as invalid.
9. The Board of Directors has appointed Mr. Rohtash Kumar Agrawal (Membership No: 55371) of M/s. Rohtash Agrawal and co., Practicing Company Secretaries, as scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.



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10. The Scrutinizer will submit her consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Friday, December 22, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jayantinfra.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and be made available on their website viz. www.bseindia.com. The results shall also be displayed on the notice board at the Registered Office of the Company.
12. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Thursday, December 21, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
13. Members may download the Notice from the Company's website at www.jayantinfra.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting. Alternately, Members may also send their requests to info@jayantinfra.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
15. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - I. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to info@jayantinfra.com.
 - II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@jayantinfra.com.
 - III. Alternatively, shareholder/members may send a request to ivote@bigshareonline.com for procuring user id and password for e-voting by providing above mentioned documents.
 - IV. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited, having its office at Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai -400093, Maharashtra.(Tel: +91-2262638200), by following the due procedure.
 - V. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.



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E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- I. The voting period begins on Tuesday, November 21, 2023 (09:00 A.M.) and will end on Thursday, December 21, 2023 (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 17.11.2023 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.



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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 select New System Myeasi.</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 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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name 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.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once</p>



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	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.

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.



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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).



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- 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.
- 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.



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EXPLANATORY STATEMENT

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

ITEM NO.1

INCREASE IN AUTHORIZED SHARE CAPITAL

Presently, the Authorized share capital of the Company is Rs.12,00,00,000 (Rupees twelve crores only) divided into 1,20,00,000 (One crore twenty lakhs) equity shares of Rs.10 (Rupees ten only) each.

The Company is presently raising additional funds and in order to facilitate the same, it is proposed to increase the Authorized Share Capital of the Company from Rs.12,00,00,000 (Rupees twelve crores only) divided into 1,20,00,000 (One crore twenty lakhs) equity shares of Rs.10 (Rupees ten only) each to Rs.15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore and fifty lakhs) equity shares of Rs.10 (Rupees ten only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The alteration of the Authorized Share Capital clause in the Memorandum of Association requires Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays, and public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 1 of this Notice.

ITEM NO.2:

ALTERATION OF ARTICLES OF ASSOCIATION

The Company to raise funds, is proposing to issue and allot share warrants compulsorily convertible into equity shares of the Company. In order to allot such share warrants, it is necessary to have an enabling article in the Articles of Association of the Company.

In accordance with the provisions of Sections 14 and other applicable provisions of the Act read with applicable rules thereto, approval of the Members for amendment in the Articles of Association is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives, other than the proposed allottees, are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.



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ITEM NO.3

ISSUE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

The Board of Directors of the Company, in its meeting held on 20.11.2023, subject to the approval of the members of the Company and such other approvals as may be required, approved the proposal of 22,22,000 (twenty-two lakhs, twenty-two thousand) Convertible Warrants of Rs.105.50 each and aggregating to Rs.23,44,21,000 (Rupees twenty-three crores, forty-four lakhs and twenty-one thousand only) to the Public/Non-promoters (hereinafter referred to as the "Proposed Allottees/Warrant holder"), entitling the warrant holders to exercise option to convert and get allotted 1 (One) equity share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up against each warrant within 18 (Eighteen) months from the date of allotment of warrants.

The proposed Preferential Issue of the Warrants is in terms of the provisions of the Chapter V of SEBI ICDR Regulations, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (as amended), and other applicable provisions, if any and Sections 42 and 62(1)(c) of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014.

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 Company proposes to raise funds through issue of Warrants on preferential basis to:

- (i) Meet working capital requirements of the Company and for expansion of the existing business of the Company;
- (ii) General corporate purposes or such other objects, as the board may from time to time decide in the best interest of the Company.

B. Maximum Number of Specified Securities to be issued:

The Board of Directors has, in its meeting held on, 20.11.2023 had approved the issue of Warrants and accordingly it is proposed to issue and allot in aggregate upto 22,22,000 Fully Convertible Warrants, to be converted into equivalent number of Equity Shares of Rs. 10/- each to Non-Promoter / Public Shareholders on a preferential basis in compliance with applicable provisions of SEBI ICDR Regulations.

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

Rs. [23,44,21,000 (Rupees Twenty-Three Crore Forty-Four Lakh Twenty One Thousand only)]

It is proposed to issue and allot 22,22,000 at an issue price of Rs-105.50/- per warrant aggregating to a total amount of Rs. [23,44,21,000 (Rupees Twenty-Three Crore Forty-Four Lakh Twenty-One Thousand only)].

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

None of the Promoters, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants.



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E. 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 Holding				
1.	Indian				
	Individuals / PAC	69,34,686	71.44	69,34,686	58.13
2.	Foreign	0	0	0	0
	SUB-TOTAL (A)	69,34,686	71.44	69,34,686	58.13
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	12,67,500	13.06	12,67,500	10.63
(ii)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	11,50,500	11.85	18,70,500	15.68
4.	Non-Resident Indians	51,750	0.53	51,750	0.43
5.	Bodies Corporate				
(i)	Clearing Members	0	0	0	0
(ii)	Foreign Body Corporates	0	0	0	0
(iii)	Indian Body Corporates	87,750	0.90	14,99,750	12.57
6.	Foreign nationals	0	0	0	0
7.	Any Other	2,14,500	2.21	3,04,500	2.55
	SUB-TOTAL (B)	27,72,000	28.56	49,94,000	41.87
	TOTAL (A)+(B)	97,06,686	100	1,19,28,686	100

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

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

¹Pre-Issue shareholding patter as on 30.09.2023.

²The post issue shareholding percentage is arrived after considering all the preferential allotments of warrants proposed to be made under this notice and on fully diluted basis i.e., considering the conversion of warrants into equity shares.



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G. 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 Warrants to be issued	% to post issue capital ³
1.	Nikita Hardik Parekh	BIVPS4624Q	Public	-	-	1,80,000	1.51%
2.	Hardik Dilip Parekh	AMFPP3220J	Public	-	-	1,80,000	1.51%
3.	Bindu Ashwin Gandhi	ACGPG0876Q	Public	-	-	90,000	0.75%
4.	Kaushal Ashwin Gandhi	ACBPG2649E	Public	-	-	90,000	0.75%
5.	Kinjal Kaushal Gandhi	AFPPD0038M	Public	-	-	90,000	0.75%
6.	Kaushal Ashwin Gandhi (HUF)	AAIHK7431H	Public	Kaushal Ashwin Gandhi	-	90,000	0.75%
7.	Nihir Chandrakant Shah	AIRPS1588E	Public	-	-	90,000	0.75%
8.	Evolution Capital Advisory Services Private Limited	AAHCE6309G	Public	Samir Mukundbhai Mehta- (Director) Jeevika Dharmendra Shah- (Director)	-	14,12,000	11.84%

H. Undertakings:

In terms of SEBI ICDR Regulations, 2018, the Company hereby undertakes that:

- (i) 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.
- (ii) It shall re-compute the price of the Warrants issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
- (iii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Warrants shall continue to be locked-in till the time such an amount is paid by the proposed allottees.
- (iv) Neither the Company, its Directors nor Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.
- (v) No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the relevant date.
- (vi) No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them.

³ The post issue shareholding percentage is arrived after considering all the preferential allotments of warrants proposed to be made under this notice and on fully diluted basis i.e., considering the conversion of warrants into equity shares.



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I. Total Number of Warrants to be issued:

The Board of Directors has, in its meeting held on 20.11.2023, approved the issue of Warrants and accordingly proposes to issue and allot in aggregate upto 22,22,000 Warrants to be converted into equal number of Equity Shares of Rs. 10/- each to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of SEBI ICDR Regulations.

J. Listing:

The Company will make an application to BSE Limited at which the existing shares of the Company are listed, for listing of the Equity Shares to be allotted on exercise of Warrants. The Equity Shares, once allotted, shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects.

K. Terms of issue of Warrants:

- (i) In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.
- (ii) Balance exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- (iii) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- (iv) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) Months from the date of allotment of the Warrants, the Warrants shall lapse, and the amount paid on such Warrants shall stand forfeited by the Company.
- (v) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.
- (vi) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- (vii) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in.
- (viii) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of ICDR Regulations.
- (ix) The Warrants itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company.



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L. Pricing of Preferential Issue:

The Board has fixed a price of Rs.105.50/- per warrant in terms of Regulation 164 of SEBI ICDR Regulations.

M. Basis on which the Price has been arrived at:

The equity shares of the Company are listed with BSE Limited and are presently in nature of "**Frequently Traded Shares**".

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

Further, pursuant to applicable provisions of the Companies Act, 2013, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014, and ICDR Regulations, the Company has obtained a Valuation Report dated 20.11.2023("Valuation Report") from a Registered Valuer (copy enclosed), who have determined the fair value of the Equity Shares of the Company to be Rs.105.36 per share.

The Warrants, in compliance with Chapter V of the SEBI ICDR Regulations, is issued at higher of the following prices:

- The 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange (BSE Limited) preceding the "**Relevant Date**"; or
- The 10 trading days' volume weighted average prices of the related equity shares quoted on the recognized stock exchange (BSE Limited) preceding the "**Relevant Date**".

There is no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the equity shares and therefore there is no requirement for a reasoned recommendation from a committee of independent directors of the issuer.

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

Name : Mr. Ramesh Chand Kumawat

Address : E-32, Akshay Co-operative Housing Society, Jayraj Nagar, Chandravakar Lane, Borivali (West), Mumbai – 400091.

O. Relevant Date:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for this Preferential Allotment of Equity Shares is 20.11.2023 being the 30 days prior to the date on which resolution is deemed to be passed.

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

No change in control / management is anticipated consequent to the preferential issue. The existing promoters of the Company will continue to be in control of the Company.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

Q. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current Financial Year 2023-24.



JAYANT INFRA TECH LIMITED

(Formerly Known as Jayant Infratech Private Limited)

CIN: U35202CT2003PLC015940 | **Registered Office:** Mangal Smriti Bajpai Ground, Tilak Nagar Bilaspur-495001

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

R. Lock-in period

The Warrants and Shares to be issued upon conversion shall be subject to Lock-in as provided under the provisions of ICDR Regulations. The entire pre preferential shareholding of the above allottees, if any, shall be locked-in from the relevant date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

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.

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

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except to the extent of their shareholding in the Company.

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

Current Status of proposed allottees:

Not Applicable since the allottees, as on date of dispatch of this Notice are not shareholders of the Company.

Proposed Status of Allottees:

Non-Promoter/Public Shareholders.