AJMERA REALTY & INFRA INDIA LTD.

Regd. Office: Citi Mall, Link Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6698 4000 • Email: investors@ajmera.com • Website: www.ajmera.com
CIN : L27104 MH 1985 PLC035659

BUILT ON TRUST

Ref: SEC/ARIIL/BSE-NSE/2026-27 Date: November 06, 2026

To, **The Manager,** **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 **Script Code: 513349**	**To,** **The Manager – Listing,** **National Stock Exchange of India Limited** 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 **Script Code: AJMERA**

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated September 10, 2026 along with explanatory statement issued to the members of the Company, seeking their approval on the Special Resolution as set out in the said notice.

In accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA"), the Postal Ballot Notice is being sent only through electronic mode to all those members whose e-mail addresses are registered with the Company, Registrar to an Issue & Share Transfer Agent and Depository Participants and whose names are appearing as the member in the Company's Register of Members / List of Beneficiaries as on the Cut-off date i.e. Friday, October 30, 2026. Accordingly, physical copy of the Postal Ballot Notice, Postal Ballot Form and business reply envelope are not being sent to the members. A copy of the Postal Ballot Notice along with the explanatory statement, instructions and manner of remote e-voting process is available on the Company's website at www.ajmera.com, websites of the Stock Exchanges at www.bseindia.com and at www.nseindia.com and website of the National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

As per the provisions of the aforesaid MCA circulars, members can vote only through remote e-voting, which will be commencing at 9.00 a.m. (IST) on Sunday, November 08, 2026, and ending at 5:00 p.m. (IST) on Monday, December 07, 2026. During this period, the members of the Company holding shares as on the cut-off date of Friday, October 30, 2026, shall be entitled to vote. The remote e-voting shall not be allowed beyond the said date and time. The results of the postal ballot will be announced on or before two working days of the conclusion of remote e-voting and the same will be communicated to the Stock Exchanges along with the Scrutinizer's Report.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **AJMERA REALTY & INFRA INDIA LIMITED**

REEMA NALIN SOLANKI
Digitally signed by REEMA NALIN SOLANKI
Date: 2026.11.06 12:41:33 +05'30'

Reema Solanki
Company Secretary & Compliance Officer

Encl: As above

AJMERA REALTY & INFRA INDIA LTD.
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NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the Members of Ajmera Realty & Infra India Limited ("the Company") pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), the Resolution appended below are proposed to be passed by the Members of the Company through Postal Ballot Process by voting through electronic means ("remote e-voting") only.`

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent ("RTA") as on Friday, October 30, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company / RTA / Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice.

The Board of Directors of your Company have appointed Mr. Haresh Sanghvi (Membership No.: FCS 2259), as the Scrutinizer to conduct the Postal Ballot process through remote e-voting facility in accordance with the applicable laws, in a fair and transparent manner.

The remote e-voting period commences from 9:00 A.M. (IST) on Sunday, November 08, 2026 and ends at 05:00 P.M. (IST) on Monday, December 07, 2026. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

The results of the Postal Ballot will be announced on or before 2 working days of conclusion of remote e-voting. The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website www.ajmera.com and on the website of National Securities Depository Limited ("NSDL") https://www.evoting.nsdl.com/.

SPECIAL BUSINESS:

ITEM NO. 1 – TO CONSIDER AND APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ("NCDs") / BONDS / OTHER INSTRUMENTS.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable guidelines issued by the Securities and Exchange Board of India, Foreign Exchange Management Act, 1999, if applicable, or any other circulars, notifications and/or clarifications

issued by any relevant authority (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permission, exemption and/or sanction of the appropriate authorities, institutions or bodies, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall deem to include any Committee thereof, for the time being exercising the powers conferred on the Board by this Resolution and under Section 179 of the Act) to issue, make offer(s) or invitation(s), from time to time, to subscribe and allot Non-Convertible Debentures (NCDs)/Bonds/other instruments (secured or unsecured or listed and/or unlisted or redeemable or rated) and such other forms of debentures as may be determined, on private placement basis, in one or more tranches, for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), during a period of one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board, from time to time. However, the aggregate limit of amount to be raised through the aforesaid issuance shall be within the overall borrowing limits approved by the Members of the Company from time to time.

RESOLVED FURTHER THAT the Board and/or Company Secretary and Compliance Officer of the Company and/or Chief Financial Officer of the Company be and are hereby severally authorized to do or to delegate from time to time, all such acts, deeds, matters and things as may be necessary to give effect to this resolution and with the power on behalf of the Company to determine the terms and conditions of the issue, settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Member(s) of the Company."

By Order of Board of Directors
For Ajmera Realty & Infra India Limited
Sd/-
Manoj I. Ajmera
Managing Director
(DIN: 00013728)

Place: Mumbai
Date: September 10, 2026

Registered Office:
2nd Floor, Citi Mall, New Link Road, Andheri (W),
Mumbai - 400 053
Email: investors@ajmera.com
Website: www.ajmera.com
CIN: L27104MH1985PLC035659

NOTES:

1. The Explanatory statement pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act, 2013 stating material facts and reasons for the proposed resolution is annexed hereto and forms part of the notice.

2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Company's Registrar to an Issue and Share Transfer Agent ("RTA") as on Friday, October 30, 2026 ("Cut-off date") and whose e-mail addresses are registered with the Company / RTA / Depository Participants ("DPs") or who will register their email address in accordance with the process outlined in this Notice. If your email address is not registered with the Company / RTA / Depositories / DPs, you may register the same to receive this Postal Ballot Notice by completing the process for registration of e-mail address as below:

Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

a) Select the Name of the Company from dropdown: Ajmera Realty & Infra India Limited.
b) Enter DP and Client ID (if shares held in electronic form)/ Folio number and Certificate number (if shares held in physical form), Shareholder Name and Permanent Account Number ("PAN").
c) Enter Mobile number and e-mail ID.
d) System generated One Time Password ("OTP") to be sent on mobile number and e-mail ID.
e) Enter OTP received on mobile number and e-mail ID.
f) Click on Submit button.
g) On completing the above process your request will be accepted, and request id will be generated. Email registered is for the limited purpose of sending notice pertaining to the current event.

For permanent registration of email, kindly contact your DP, if shares are held in electronic form and RTA, if shares are held in physical form.

Members may note that this Postal Ballot Notice will also be available on the Company's website https://ajmera.com/postal-ballot/ and websites of the Stock Exchanges where the Equity Shares of the Company are listed i.e. BSE Limited www.bseindia.com and National Stock Exchange of India Limited www.nseindia.com and on the website of NSDL www.evoting.nsdl.com.

3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

4. The Scrutinizer shall, after conclusion of the remote e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the remote e-voting. The Resolutions, if passed, shall be deemed to have been passed on Monday, December 07, 2026, being the last date specified by the Company for remote e-voting.

5. The declared results along with the report of Scrutinizer shall be intimated to BSE and NSE, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website.

The instructions for remote e-voting are as under:

i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice.

ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share Capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9:00 A.M. (IST) on Sunday, November 08, 2026 and ends at 05:00 P.M. (IST) on Monday, December 07, 2026. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The details of the process and manner for remote e-voting are explained below:

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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 e-mail Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added 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-**

Type of shareholders	Login Method
	voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing Myeasi username & password. 2. 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 the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 be able to directly access the system of all e-Voting Service Providers.
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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company, which is 143482, for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hpsanghvico@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager at evoting@nsdl.com.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. 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), AADHAAR (self-attested

scanned copy of Aadhaar Card) by email to investor.helpdesk@in.mpms.mufg.com and investors@ajmera.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DP-ID + CL-ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to investor.helpdesk@in.mpms.mufg.com and investors@ajmera.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

By Order of Board of Directors
For Ajmera Realty & Infra India Limited
Sd/-
Manoj I. Ajmera
Managing Director
(DIN: 00013728)

Place: Mumbai
Date: September 10, 2026

Registered Office:
2nd Floor, Citi Mall, New Link Road, Andheri (W),
Mumbai - 400 053.
Email: investors@ajmera.com
Website: www.ajmera.com
CIN: L27104MH1985PLC035659

EXPLANATORY STATEMENT
Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act")

The following statement sets out all material facts relating to the Resolution to be passed as mentioned in the accompanying Notice.

ITEM NO. 1: TO CONSIDER AND APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES ("NCDs") / BONDS / OTHER INSTRUMENTS.

In view of overall leverage programme of the Company, it is proposed to raise funds through the issuance of Non-Convertible Debentures (NCDs)/Bonds/other instruments (secured or unsecured or listed and/or unlisted or redeemable or rated) on private placement basis, in one or more tranches, for an aggregate amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only), on such terms and conditions as may be decided by the Board, from time to time.

Pursuant to the provisions of Sections 42 and 71 of the Companies Act, 2013 ("Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to Non-Convertible Debentures ("NCDs") on a private placement basis is required to obtain prior approval of its Members by way of a Special Resolution. Such approval may be obtained once in a year for all offers or invitations for issuance of NCDs during the year.

Accordingly, in order to enable the Company to raise funds by way of aforesaid issuance Non-Convertible Debentures, Bonds and/or other debt securities on a private placement basis, within the limits approved by the Members and subject to applicable laws, approval of the Members is being sought by way of a Special Resolution under Item No. 1 of the Notice. The proposed borrowing through issuance of such securities shall be within the overall borrowing limits of the Company as approved by the Members from time to time under the applicable provisions of the Companies Act, 2013.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

1. **Particulars of the offer including date of passing of Board resolution:**

   The Board of Directors of the Company at its meeting held on September 10, 2026 approved subject to Members' approval, the issuance of Non-Convertible Debentures (NCDs)/Bonds/other instruments (secured or unsecured or listed and/or unlisted or redeemable or rated) and such other forms of debentures as may be determined, on private placement basis, in one or more tranches, during a period of one year from the date of passing of this resolution, on such terms and conditions as may be decided by the Board, from time to time.

2. Kinds of securities offered and the price at which security is being offered:

   The kind of securities to be offered are Non-Convertible Debentures (NCDs) / Bonds / other Instruments (secured or unsecured or listed and/or unlisted or redeemable or rated).

   The securities will be issued at such price and on such terms as may be determined by the Board in accordance with applicable laws and prevailing market conditions at the time of issuance.

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

   Not Applicable, as the securities proposed to be issued are non-convertible debt securities which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board, in discussions with the relevant investor(s).

4. Name and address of valuer who performed valuation:

Not Applicable, as the securities proposed to be issued are non-convertible.

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

An aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores only), in one or more tranches.

6. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:

The specific terms of each offer/issue of securities shall be decided by the Board of Directors of the Company (including committee duly authorised by the Board), from time to time, within the specified time period, as stated above and in compliance with applicable laws. These disclosures will be specifically made in each private placement offer for each offer/issue of securities.

The Board recommends the Special resolution as set out in Item No. 1 of this Postal Ballot Notice for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly, in this resolution.

By Order of Board of Directors
For Ajmera Realty & Infra India Limited
Sd/-
Manoj I. Ajmera
Managing Director
(DIN: 00013728)

Place: Mumbai
Date: September 10, 2026

Registered Office:

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