

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 No.: L27104 MH 1985 PLC035659



Ref: SEC/ARIIL/BSE-NSE/2025-26

Date: August 12, 2025

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
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Sub: Notice of 38th Annual General Meeting ("AGM") - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice along with explanatory statement of 38th AGM of the Company scheduled to be held on Tuesday, 9th September, 2025 at 12.00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") in compliance with General Circular No.09/2024 dated September 19, 2024 read with the earlier circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 read with the earlier circulars issued by the Securities and Exchange Board of India ("SEBI").

The Notice is also available on the Company's website viz. www.ajmera.com.

This is for your information and records.

Thanking You,

For AJMERA REALTY & INFRA INDIA LIMITED

Reema Solanki
Company Secretary & Compliance Officer

Encl. As above

Notice

Dear Member,

NOTICE is hereby given that the Thirty-Eight Annual General Meeting of Ajmera Realty & Infra India Limited will be held on Tuesday, 9th September, 2025 at 12.00 pm (IST) through video conferencing ("VC") / Other audio-visual means ("OAVM") to transact the following business:-

ORDINARY BUSINESS:

- To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the report of Board of Directors' and Auditors' thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with Auditors' Report thereon.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolutions:**

- "RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2025 and reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
 - "RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Auditors' Report thereon be and are hereby received, considered and adopted."
- Declaration of dividend on Equity Shares of the Company for the financial year ended 31st March, 2025.

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

"RESOLVED THAT dividend at the rate of ₹4.5/- per equity share of ₹10/- (Rupees Ten only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2025 and the same be paid out of the profits of the Company."

- Appoint a director in place of Mr. Rajnikant S. Ajmera (DIN: 00010833), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Rajnikant S. Ajmera (DIN: 00010833), who retires by rotation at this meeting and being eligible, had offered himself for re-appointment, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

- Appointment of Secretarial Auditors:**

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, Mrs. Shreya Shah, Practicing Company Secretary, Mumbai (CoP No.15859 / Peer review certificate No.: 1696/2022) be and is hereby appointed as the Secretarial Auditors of the Company for the period of five (5) consecutive years, commencing from the Financial Year (FY) 2025-26 till FY 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and Secretarial Compliance Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and

out of pocket expenses payable to her during her tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and settle any question or difficulties in connection herewith and incidental thereto.”

5. Ratification of Cost Auditor’s Remuneration:

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with the Companies (Audit and Auditors) Rules,

2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as approved by the Board of Directors of the Company, the remuneration amounting to ₹92,500/- (Rupees Ninety Two Thousand Five Hundred only) each year plus Goods and Services Tax (GST) as applicable and out of pocket expenses, payable M/s. D. R. Mathuria & Co, Cost Accountants, Mumbai (Firm Registration Number- 002606), the Cost Auditors who were appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for its product for the financial year ending 31st March, 2026, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and settle any question or difficulties in connection herewith and incidental thereto.”

By Order of the Board of Directors
For **Ajmera Realty & Infra India Limited**

Sd/-

Rajnikant S. Ajmera

Chairman & Managing Director
DIN: 00010833

Place: Mumbai
Date: 24th July, 2025

Registered Office:

2nd Floor, “Citi Mall”, New Link Road,
Andheri (W), Mumbai- 400053
E-mail: investors@ajmera.com
CIN: L27104MH1985PLC035659

Notes:

1. The Ministry of Corporate Affairs (“MCA”) permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM. [General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19th September, 2024 in relation to “Clarification on holding of AGM through VC/ OAVM, collectively referred to as “MCA Circulars”]. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the 38th AGM of the Company is being held through VC / OAVM on Tuesday, 9th September, 2025 at 12.00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. 2nd Floor, Citi Mall, New Link Road Andheri (W) Mumbai - 400 053.
2. The Explanatory Statement setting out the material facts concerning the business under Item Nos. 4 and 5 of the Notice is annexed hereto [Section 102 of the Companies Act, 2013 (“Act”)]

Further, the relevant details, as set out under Item No. 3 with respect to “Director seeking re-appointment at this AGM is also provided as **Annexure I** [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”)].
3. The Notice of the AGM along with the Integrated Annual Report for the Financial year (“FY”) 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository Participants / Registrar & Transfer Agent (‘RTA’), unless any Member has requested for a physical copy of the same.

The Notice and Integrated Annual Report FY 2024-25 is available on the following websites a) Company’s website at <https://ajmera.com/annual-reports/> b) BSE Limited at www.bseindia.com c) National Stock Exchange of India Limited at www.nseindia.com and d) NSDL at <https://www.evoting.nsdl.com/>.
4. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company’s RTA in case the shares are held by them in physical form.
5. Members whose e-mail IDs are not registered with the Company or Depository Participants may register the same on or before 5.00 p.m. (IST) on 2nd September, 2025, to receive Notice of this AGM and Annual Report for FY 2024-25:
 - a) Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select ‘Ajmera Realty & Infra India Limited’ from the drop down.
 - b) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on ‘Continue’ button.
 - c) Enter the system generated One Time Password (“OTP”) received on Mobile No. and e-mail ID, then click on “Submit” button. The request ID will be generated. E-mail ID registered is for limited purpose of sending the Notice and the Integrated Annual Report FY 2024-25.
6. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to hpsanghvico@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on “Upload Board Resolution/Authority letter”, etc. displayed under ‘e-Voting’ tab in their Login.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the

company. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on 2nd September, 2025 (cut-off date) will be entitled to vote at the AGM.
10. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from 31st December, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
11. The Board of Directors at its meeting held on 14th May, 2025, has recommended a Final Dividend of ₹4.5 per equity share. The Record Date fixed for determining entitlement of Members to final dividend for the financial year ended 31st March, 2025, if approved at the AGM, is 2nd September, 2025.
12. The dividend of is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before 8th October, 2025, as under:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on 2nd September, 2025; and
 - b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on 2nd September, 2025.
13. With effect from 1st April, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024]

14. For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ RTA (if shares are held in physical mode).

To avail exemption of TDS, shareholders are requested to submit required documents/declaration by e-mail to investors@ajmera.com or upload the documents on <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> by 11.59 p.m. (IST) on 29th August, 2025. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	Document(s) to be submitted/ uploaded
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	<ol style="list-style-type: none"> i. Form No. 15G or ii. Form No. 15H
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	<ol style="list-style-type: none"> i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

*If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 206AA of the Income Tax Act, 1961]

15. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
16. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact

the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares available on www.mca.gov.in.

17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:
 - a. For shares held in electronic form: to their DPs.
 - b. Shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated 12th October, 2023]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act]

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://ajmera.com/forms/>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

18. SEBI has mandated the Listed Companies to process service requests[#] for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at <https://ajmera.com/forms/> and RTA at <https://in.mpms.mufg.com/>. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024]

[#]Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company/RTA for

assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

19. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.
20. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on investors@ajmera.com latest by 5th September, 2025 from their registered e-mail ID, mentioning their name, DP ID and Client ID/Folio No. The same will be replied by the Company suitably.
21. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors@ajmera.com.
22. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <https://ajmera.com/investors-contact-us/> [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 31st July, 2023]
23. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-voting Facility Provided by Listed Entities"]

24. The remote e-voting period commences on **6th September, 2025 from 9.00 a.m. (IST) and ends on 8th September, 2025 till 5.00 p.m. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on 2nd September, 2025, i.e. cut-off date, may cast their vote electronically.
- The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from 6th September, 2025 to 8th September, 2025 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
25. Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.
26. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
27. The Board of Directors has appointed Mr. Haresh Sanghavi (Membership No. FCS 2259) Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
28. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote.
29. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."

The Instructions for Members for Remote E-Voting and Joining General Meeting are as under:-

How do I vote electronically using NSDL e-Voting system?













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 and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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 DPs. Shareholders are advised to update their mobile number and email 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	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https:// eservices.nsd.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-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 or joining virtual meeting & voting during the meeting. If you are 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 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 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>i.e.</i> 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <table border="1" style="margin: auto;"> <tr> <td style="text-align: center;">  </td> <td style="text-align: center;">  </td> </tr> <tr> <td style="text-align: center;">  </td> <td style="text-align: center;">  </td> </tr> </table> </div>				
					
					

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is 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. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	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 or joining virtual meeting & voting during the meeting.

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 and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat 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 133755 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 email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email 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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”. The EVEN for Equity Shares is **135011**.
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 cs.hpsanghvi@outlook.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 (Ms Pallavi Mhatre, Senior Manager, NSDL) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the Depository Participants 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@ajmera.com.
2. 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 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 and joining virtual meeting 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.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/ OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company, *i.e.*, **135011** will be displayed. Please note

that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@ajmera.com before 5:00 p.m. (IST) 5th September, 2025. The same will be replied by the company suitably.
6. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors@ajmera.com on or before 4th September, 2025. Those Members who have registered themselves as Speakers will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://ajmera.com/annual-reports/> and on the website of NSDL <https://www.evoting.nsdl.com/>

immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

By Order of the Board of Directors
For **Ajmera Realty & Infra India Limited**

Sd/-

Rajnikant S. Ajmera

Chairman & Managing Director

DIN: 00010833

Place: Mumbai

Date: 24th July, 2025

Registered Office:

2nd Floor, "Citi Mall", New Link Road,

Andheri (W), Mumbai- 400053

E-mail: investors@ajmera.com

CIN: L27104MH1985PLC035659

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 and 5 of the accompanying Notice dated 24th July, 2025.

Item No. 4

In accordance with the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), every listed company is required to annex with its Board of Directors' report, a Secretarial Audit Report, issued by a Practicing Company Secretary.

Additionally, a listed entity must appoint a Secretarial Auditor, either an individual or a firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

In light of the aforesaid, the Board of Directors of the Company, based on the recommendation of the Audit Committee, and after considering the experience, efficiency of the audit teams and independence, has approved the appointment of Mrs. Shreya Shah, Practicing Company Secretary, Mumbai (CoP No.15859/Peer review certificate No.: 1696/2022) as the Secretarial Auditor of the Company for the period of five (5) consecutive years, commencing from the Financial Year (FY) 2025-26 till FY 2029-30, subject to approval of the Members at the ensuing Annual General Meeting, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report and Secretarial Compliance Report, on such remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Secretarial Auditor.

Mrs. Shreya Shah has given her consent to act as the Secretarial Auditor, confirmed that she hold a valid peer review certificate issued by the ICSI and that she is not disqualified from being appointed as Secretarial Auditor and that she has no conflict of interest. She has further furnished a declaration that she has not taken up any prohibited non secretarial audit assignments for the

Place: Mumbai

Date: 24th July, 2025

Registered Office:

2nd Floor, "Citi Mall", New Link Road,
Andheri (W), Mumbai- 400053
E-mail: investors@ajmera.com
CIN: L27104MH1985PLC035659

Company, its holding and subsidiary companies and the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations.

Accordingly, approval of the Members is sought for appointment of Mrs. Shreya Shah, Practicing Company Secretaries as the Secretarial Auditor of the Company by means of an ordinary resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relative(s) are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 5

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the Board of Director of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. D. R. Mathuria & Co, Cost Accountants, Mumbai (Firm Registration Number- 002606) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year ending 31st March. 2026 at a remuneration of ₹92,500/- (Rupees Ninety-Two Thousand Five Hundred only) plus applicable taxes and the reimbursement of out-of-pocket expenses, if any.

M/s. D. R. Mathuria & Co, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit.

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of Members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2026.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relative(s) are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors
For **Ajmera Realty & Infra India Limited**

Sd/-

Rajnikant S. Ajmera

Chairman & Managing Director

DIN: 00010833

Annexures I

Disclosure relating to Directors pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given below:

Name of Director	Mr. Rajnikant S. Ajmera (Chairman & Managing Director)
DIN	00010833
Date of Birth (Age in years)	6 th March, 1953 – 72 years
Date of First Appointment	6 th October, 1986
Expertise in specific functional area (Experience in years)	Extensive expertise in strategic planning, fundraising and project development. With over all 53 years of industry experience.
Qualification	Diploma in Civil Engineering
Brief Profile	<p>At the helm of the Ajmera Group of Companies stands Mr. Rajnikant S. Ajmera, a visionary leader whose unwavering dedication has been instrumental in shaping the group's remarkable journey. With a legacy spanning over five decades, Mr. Rajnikant S. Ajmera has been a driving force behind the group's growth and success.</p> <p>Since 1967, Mr. Rajnikant S. Ajmera has overseen the successful completion of numerous housing colonies, setting new benchmarks for efficiency and quality in the industry. Under his stewardship, the group has attained ISO 9001-2015 certification, reflecting its commitment to excellence and customer satisfaction. A Civil Engineer by qualification and with a career spanning almost five decades, his expertise in the construction industry has evolved significantly, encompassing land development and the construction of large residential complexes tailored to diverse customer demographics.</p> <p>Mr. Rajnikant S. Ajmera's influence extends beyond the confines of his corporate role. He has held distinguished positions such as President of MCHI (Maharashtra Chamber of Housing Industry) and CREDAI (Confederation of Real Estate Developers Associations of India), where his proactive approach led to impactful amendments in industry regulations. He is actively involved in the MCHI Grievance Redressal Cell.</p>
Number of shares held in the Company	
By self:	Nil
Beneficial owner:	<p>37,49,372 Equity Shares (As Trustee and Beneficiary of ARIIL Trust)</p> <p>38,815 Equity Shares (SBO for Bombay Freezco Private Limited – holds himself along with Person Acting in Concert)</p> <p>15,75,796 Equity Shares (SBO for Bombay Freezco Private Limited – holds himself along with Person Acting in Concert)</p>
List of other Public Limited Companies in which Directorship held	<p>Listed Companies: NIL</p> <p>Unlisted Companies:</p> <p>Ajmera Estates (Karnataka) Private Limited</p> <p>Radha Raman Dev Ventures Private Limited</p> <p>Ajmera Realcon Private Limited</p> <p>Troika Estates Private Limited</p> <p>Shree Yogi Realcon Private Limited</p> <p>Ajmera Realty Ventures Private Limited</p> <p>AG Estates Limited</p> <p>Jolly Brothers Private Limited</p> <p>Nilkanth Tech Park Construction Private Limited</p> <p>Ajmera Builders (Bangalore) Private Limited</p> <p>Ajmera Clean Green Energy Limited</p> <p>Ajmera Horizon Realty Private Limited (Formerly known as Ajmera Cements Private Limited)</p>

Name of Director	Mr. Rajnikant S. Ajmera (Chairman & Managing Director)
List of listed entities from which resigned in the past three years	NIL
Chairman/Member of the Committees of the Board across all other Public Companies in which he is a Director (including listed entities from which resigned in the past three years)	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel.	None
Terms and Conditions of appointment / reappointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Rajnikant S. Ajmera is liable to retire by rotation.
Remuneration sought to be paid	As per existing terms.
Remuneration Last drawn	₹150.33 Lakh including all perquisites
Number of Board Meetings attended during the financial year 2024-25	7 (seven)