

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/ARIL/BSE-NSE/2024-25

Date: October 22, 2024

The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 Script Code: 513349	National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai-400051 Script Code: AJMERA
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Sub: Intimation regarding Extra-Ordinary General Meeting (EGM) of Ajmera Realty & Infra India Limited & e-voting details

Dear Sir/Madam,

This is in continuation to our letter dated October 18, 2024, and pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EGM') of the Company will be held on Thursday, November 14, 2024 at 4.00 P.M. through Video Conferencing / Other Audio-Visual Means. We are submitting herewith Notice of Extraordinary General Meeting of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall commence on Monday, November 11, 2024, at 9:00 A.M. and will end on Wednesday, November 13, 2024 at 5.00 P.M.

A copy of the said EGM Notice is also uploaded on the website of the Company i.e. www.ajmera.com.

This is for your information and records.

Thanking You.

For AJMERA REALTY & INFRA INDIA LIMITED

NITIN D. BAVISI
CHIEF FINANCIAL OFFICER

Encl. as above

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NOTICE is hereby given that 01/2024-25 Extra-Ordinary General Meeting of the Members of the Ajmera Realty & Infra India Limited ("the Company") will be held on Thursday, November 14, 2024 at 4:00 P.M ("IST"), through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") facility to transact the following businesses:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES TO 'NON-PROMOTER' CATEGORY ON PREFERENTIAL BASIS:

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

"**RESOLVED THAT** pursuant to the provisions of Section 23, Section 42, Section 62, to the extent applicable and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory amendments, modification(s) or re-enactment(s) thereof for the time being in force) ("**Act**"), enabling provisions of the Memorandum of Association and provisions of the Articles of Association of Ajmera Realty & Infra India Limited and the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("**SEBI ICDR Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the applicable rules, notifications, guidelines issued by various authorities including but not limited to Securities and Exchange Board of India ("**SEBI**"), BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") and subject to (a) approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and (b) subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot on a preferential basis, in one or more tranches up to 31,64,557 (thirty-one lakhs, sixty four thousand, five hundred and fifty-seven) fully paid-up Equity Shares of the Company having face value of Rs.10 (Rupees ten only) each at an issue price of Rs. 711/- (Rupees seven hundred and eleven only) each aggregating upto Rs.225,00,00,027 (Rupees two hundred and twenty-five crores and twenty-seven only) which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations, to persons, being non-promoter investors as listed below on such terms and conditions as may be determined by the Board and/or Committee, in accordance with SEBI ICDR Regulations and other applicable laws.

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Sr. No	Name of Allottees	Maximum number of Equity Shares	Maximum Amount (Rs)
1.	Authum Investment & Infrastructure Ltd.	7,59,493	53,99,99,523
2.	Mr. Mukul Mahavir Agrawal	7,59,493	53,99,99,523
3.	Minosha India Ltd.	4,36,005	30,99,99,555
4.	Anchorage Capital Scheme II	2,81,293	19,99,99,323
5.	Trishakti Power Holdings Private Limited	2,53,164	17,99,99,604
6.	GeeCee Ventures Limited	2,10,970	14,99,99,670
7.	Mr. Gagan Dinanath Chaturvedi	1,40,646	9,99,99,306
8.	Alpana Enterprises	1,40,646	9,99,99,306
9.	Prabhudas Lilladher Advisory Services Private Limited	70,323	4,99,99,653
10.	Devraag Investments	42,194	2,99,99,934
11.	Sparsh Broking Pvt Ltd	28,133	2,00,02,563
12.	Mahalaxmi Brokerage (India) Pvt. Ltd.	28,133	2,00,02,563
13.	Mr. Vijay Khetan	14,064	99,99,504

RESOLVED FURTHER THAT the 'Relevant Date' for the purpose of determination of the floor price for issue of the Equity Shares under the Preferential Issue, as above, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is Tuesday, October 15, 2024 ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. an Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the preferential issue.

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

- The Equity Shares to be issued and allotted to the identified investors/ allottees shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws (including the allotment of the same in dematerialized form) and shall be subject to the provisions of the memorandum of association and articles of association of the Company;

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- b. The Company shall re-compute the price of the Equity Shares issued on 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 investor/allottee to the Company in accordance with the provisions of SEBI ICDR Regulations;
- c. The Equity Shares shall be allotted by the Company to the identified investors/ allottees in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals;
- d. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;
- e. The pre-preferential shareholding, of Trishakti Power Holdings Private Limited an identified allottee holding 5,000 (five thousand) equity shares of the Company shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations; and
- f. The Equity Shares to be allotted to the identified investors/ allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, the draft certificate issued by Ms. Shreya Shah, Practicing Company Secretaries, certifying, *inter alia*, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the identified investors/ allottees in Form PAS-5 and the Company be and is hereby authorized to make an offer to the identified investors/ allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the preferential issue ("**Offer Document**") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares under the Preferential Issue (including alteration, variation, modification and extension of timelines for utilization of funds), subject to the provisions of the Act and the SEBI ICDR Regulations without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (a) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the identified investors/ allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares, (b) making applications to the Stock Exchanges for obtaining in-principle approval, listing approval, trading approval and filing other requisite documents with the Stock Exchanges, (c) filing requisite documents with the Registrar of Companies, Ministry of Corporate Affairs and other regulatory authorities, (d) filing of requisite documents with the depositories, (e) opening of special bank account, Escrow Bank account with scheduled bank in terms of the Section 42 of the Act,

(f) issue and allotment of the Equity Shares, (g) listing of Equity Shares, (h) to issue clarifications, resolve and settle any questions and difficulties that may arise in the preferential offer/issue, (i) to execute necessary agreements, contracts and documents with agencies, intermediaries, monitoring agency, advisors in furtherance to the proposed issue and allotment of equity shares, (j) agreements with the registrar and transfer agent if necessary and (k) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of equity shares and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;

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RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

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

Place: Mumbai

Date: October 18, 2024

Registered Office:

Second Floor, "Citi Mall", New Link Road,
Andheri (W), Mumbai – 400 053

By Order of the Board of Directors

For AJMERA REALTY & INFRA INDIA LIMITED

SD/-

RAJNIKANT S. AJMERA

(DIN: 00010833)

CHAIRMAN & MANAGING DIRECTOR

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Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra-Ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022, No. 10/2022 dated December 28, 2022 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and other relevant circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and the latest being 09/2023 dated September 25, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) in compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the Company has decided to hold its 1st Extra-ordinary General Meeting ('EGM') through Video-Conference ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members. The registered office of the Company shall be deemed to be the venue for the EGM.
3. **As EGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs as aforesaid, the Company is providing facility of remote e-Voting to its Members to exercise vote remotely in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Security Depository Services Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL through their platform.
5. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 14/2020 dated 8th April, 2020, Circular No. 11/2022 dated December 28, 2022 General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024, the Notice calling the EGM has been uploaded on the website of the Company at www.ajmera.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice of the Meeting is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

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6. EGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024.
7. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting. The Company has designated an exclusive email address – investors@ajmera.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said email address for its quick redressed.
8. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
9. In all correspondence with the Company, members are requested to quote their Folio numbers in case of physical shares and in case of shares are held in dematerialized form, they must quote their client ID number and their DPID number.
10. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
11. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to the Company's Registrar and Share Transfer Agent for their doing needful.
13. The Board of the Company has appointed Mr. Haresh Sanghvi (COP No.: 3675/Membership No.: FCS 2259), Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
14. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.ajmera.com and the results shall simultaneously be communicated to the Stock Exchanges.
15. The voting rights of Members shall be in proportion to their respective shareholding in the Paidup Equity Share Capital of the Company as on cut off date i.e. Thursday, November 07, 2024.

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16. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, November 07, 2024, may obtain the login ID and password by sending a request to Issuer/ RTA. The cut-off date for the purpose of attending the EGM and for exercising e-voting at the EGM and remote e-voting would be Thursday, November 07, 2024.
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Thursday, November 07, 2024, only shall be entitled to attend and vote at the EGM.
18. A member may participate in the EGM even after exercising his right to vote through remote evoting but shall not be allowed to e-vote again during the EGM.
19. Members of the Company holding Equity Shares in physical form and who have not registered their e-mail address and bank details can get the same registered with Link Intime India Pvt. Ltd. on their website <https://linkintime.co.in/> at the Investor Services tab by choosing the E-mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named Shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at rnt.helpdesk@linkintime.co.in.
20. It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participants ("DPs") by following the procedure prescribed by the Depository Participant.
21. Shareholders/ Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, Demat Account number/ folio number, email id, mobile number at Company ID at investors@ajmera.com until Sunday, November 10, 2024. Shareholders who have registered themselves as speakers will only be allowed to express their views/ask questions pertaining to the business matter as per the Notice of EGM the Meeting. Similarly, Shareholders/ Members, who would like to ask questions pertaining to the Business matter as per the Notice of the EGM, may send their questions in advance mentioning their name Demat Account number/ folio number, email id, mobile number at investors@ajmera.com. The same will be replied by the company suitably.
22. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Extra ordinary General Meeting. The Shareholders will get confirmation on first cum first basis depending upon the provisions made by the Company. Shareholders will receive "Speaking Serial No.' once they mark attendance for the Meeting.

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Other information

23. SEBI has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from April 1, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.

In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialized form.

24. a) Members are requested to notify immediately of any change of address:-

- i. to their DPs in respect of the shares held in electronic form, and
- ii. to the Company or its RTA, in respect to the shares held in physical form together with a proof of address viz, Aadhar/Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

b) In case the registered mailing address is without the Postal Identification Number Code ("PIN CODE"), Members are requested to kindly inform their PIN CODE immediately to the Company / RTA/ DPs.

25. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately: -

- a) the change in the residential status on return to India for permanent settlement, or
- b) the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.

26. Members who are holding shares in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent ("RTA"), the details of such folios together with the share certificates for consolidating their holdings into one folio. The share certificates will be returned to the Members after making requisite changes thereon.

27. 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 will be entitled to vote at the EGM.

28. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or RTA.

29. To support the "Green Initiative", the Shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned DP in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.

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Instructions for Voting by Electronic means i.e., Remote E-voting and E-voting during the EGM:

1. In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its members the facility to cast their votes electronically, through e-voting service provider viz., National Securities and Depositories Limited ("NSDL"), on all the businesses/ resolutions set forth in this Notice. Members are requested to take note of the key points related to e-voting for this EGM mentioned below:

The remote e-voting period will commence at 9.00 a.m. (IST) on Monday, November 11, 2024 and ends at 5.00 p.m. (IST) on Wednesday, November 13, 2024.

2. During the aforesaid period, members holding shares either in dematerialized form or in physical form, as on the cut-off date for e-voting i.e. **Thursday, November 07, 2024**, may cast their votes electronically through remote e-voting facility. The remote evoting module shall be disabled by NSDL for voting immediately after 5.00 p.m. (IST) on **Wednesday, November 13, 2024**. Members, who have not cast their votes during aforementioned dates, may cast their votes through e-voting platform made available during the EGM.
3. Once the member has cast his/ her vote on resolutions set forth in the EGM notice through remote e-voting, he/ she shall not be allowed to change it subsequently or cast the vote again.
4. All the members including Institutional Investors are requested to attend the EGM and cast their votes electronically i.e. by using e-voting platform made available by the Company.
5. Members who do not have the User ID/ Password for e-voting or have forgotten the User ID/ Password may retrieve the same by following the steps given under remote e-voting instructions annexed to this Notice.
6. The Company has appointed Mr. Haresh Sanghvi (COP No.: 3675/ Membership No.: FCS 2259), Practicing Company Secretary, as 'Scrutinizer', to scrutinise the remote e-voting process including e-voting held at the EGM in a fair and transparent manner. The Scrutiniser shall within 2 working days from the conclusion of the EGM, make a consolidated Scrutiniser's Report of the total votes casted in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the voting results within permissible time.
7. The e-voting results along with the Scrutiniser's Report shall be hosted on the Company's website www.ajmera.com immediately after declaration and submission of the same to the Stock Exchanges.

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Instructions for Shareholders voting electronically are as under:

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

- 1 Member will be provided with a facility to attend the EGM 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 link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company 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 Facility for attending the EGM through electronic means (VC/ OAVM) shall be made available 30 minutes before the scheduled time of the commencement of the meeting. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- 3 The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 4 Members who have cast their votes through remote e-voting module prior to the EGM may attend/ participate in the EGM to be held electronically, but shall not be entitled to cast their votes again.
- 5 Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 6 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.
- 7 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.

Instructions for shareholders voting electronically are as under:

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 email Id in their demat accounts in order to access e-Voting facility.

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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.	- 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-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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

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	NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they can login through their 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/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. - If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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.

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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 toll free no.: 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 1800 21 09911

B) Login Method 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*****.

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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 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.co.in 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.

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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.

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 is in active status.
2. Select “EVEN” of company 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 cs.hpsanghvi@outlook.com with a copy marked to evoting@nsdl.com
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.com

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Process for those shareholders whose email 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 Aadhar Card) by email to rnt.helpdesk@linkintime.co.in and 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 rnt.helpdesk@linkintime.co.in and investors@ajmera.com. If you are an Individual shareholders 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.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT EGM

As required by Section 102(1) of the Companies Act, 2013 ("Act"), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 1 in the accompanying Notice:

Item 1: ISSUE OF EQUITY SHARES TO 'NON-PROMOTER' CATEGORY ON PREFERENTIAL BASIS:

The Company intends to raise funds from the investors by issue of the Equity Shares and for the purposes of (a) repayment of debt availed by the Company, (b) capital requirements towards existing projects and for initiating new real estate projects and (c) general corporate purposes (*including towards capital issue expenses*). Therefore, the Board, in its meeting held on October 18, 2024, has approved the proposal for issuance of the Equity Shares to the proposed Investors under the Preferential Issue as per terms stated in the aforesaid resolution, subject to, inter alia, approval of the members of the Company.

Therefore, this resolution is recommended to the members of the Company for their consideration and approval pursuant to the provisions of Sections 42 and 62 and read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

The disclosure required in terms of provisions of Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the provisions of Chapter V of the SEBI ICDR Regulations are as follows:

a. Particulars of the offer including date of passing of Board resolution:

The Board, in its meeting held on October 18, 2024, has approved the proposal for the creation, offer, issuance and allotment of up to:

- (i) 31,64,557 (Thirty-one lakhs sixty-four thousand five hundred and fifty -seven) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 711/- (Rupees Seven Hundred and eleven only) each aggregating up to Rs.2,25,00,00,027/- (Rupees Two Hundred and Twenty-Five Crores and Twenty-Seven Only) which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, to identified investors, listed below on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws. The other significant details of the offer are contained as part of the below other disclosures.

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

Aggregating to Rs. 225,00,00,027 (Rupees two hundred, twenty-five crores and twenty-seven only)

c. The Objects of the issue:

The Company intends to utilize the proceeds raised through the Preferential Issue towards the following objects:

1. Part-repayment of Debt availed by the Company;
2. Part funding the project expenditures for its ongoing, to be launched and/or new project acquisitions.;
3. General Corporate Purposes (including meeting issue expense).

It is clarified that not more than 25% (twenty-five percent) of the issue proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting the issue expenses, as applicable, in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.

d. Utilization of Issue Proceeds.

Given that the funds to be received against equity shares to be issued and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the issue proceeds for the above objects is set out hereinbelow:

Sr. no.	Particulars	Total estimated amount to be utilised for each of the Objects (Rs. In Crores) ¹	Tentative timeline within which such proceeds shall be utilized
1.	Part-repayment of Debt	100	45 days
2.	Part funding the project expenditures for its ongoing, to be launched and/or new project acquisitions.	110	12 to 15 months
3.	General Corporate Purposes (including meeting issue expense).	15	180 days

¹The utilization proceeds allocated to each object/ purpose is only an estimate and may vary depending on various factors.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% depending upon the future circumstances, given that the objects are based on management

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estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the objects (provided hereinabove) during the period stated above due to any such factors, the remaining issue proceeds (of a particular object) shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws and without further approval of the members of the Company.

It is clarified that the Company may reallocate any excess proceeds from the issuance originally designated for a specific purpose(s)/ object(s) (as provided in the table above) to other purpose(s)/ object(s), if that specific purpose has been fulfilled with a part of the amount allocated to said specific purpose. It is further clarified that the reallocation of excess proceeds to other objects shall be subject to the limitation provided under applicable laws.

This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

e. Interim Use of issue proceeds:

Our Company, in accordance with the policies formulated by our Management Committee of the Board of Directors of the Company from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds (including Liquid, Overnight, Ultra Short Term, Gilt, Low Duration and Arbitrage Funds), deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

f. Monitoring of utilisation of funds:

- (i) Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CRISIL Ratings Limited, a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the preferential issue.

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- (ii) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format as specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

g. Kinds of securities offered, the total number of shares or other securities to be issued, the price at which security is being offered and amount which the Company intends to raise by way of such securities

The Company proposes to issue:

- I) 31,64,557 (Thirty-one lakhs sixty-four thousand five hundred and fifty -seven) fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) at an issue price of Rs. 711/- (Rupees Seven Hundred and eleven only) each aggregating up to Rs. 225,00,00,027/- (Rupees Two hundred and twenty-five crores and twenty-seven only) which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations.

h. Material Terms of raising such securities.

The Equity Shares being allotted by means of preferential issue shall rank pari passu to the existing shares and shall have the same rights as attached to the existing equity shares of the Company including right to dividend, voting rights, etc.

i. Basis on which the price has been arrived at along with report of the registered valuer:

- (i) In terms of the SEBI ICDR Regulations, the floor price at which the Equity Shares can be issued is Rs. 708/- respectively, as per the pricing formula prescribed under the SEBI ICDR Regulations for the Preferential Issue and is the highest of the following:
 - a. 90 (ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs.708/- per equity share;
 - b. 10 (ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. Rs. 660/- per equity share.
 - c. Floor price determined in accordance with the provisions of the articles of association of the Company. However, the articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI ICDR Regulations.

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

The Valuation report has been uploaded on the stock exchanges and the link to access the same is <https://ajmera.com/preferential-allotment/>

j. Name and address of valuer who performed valuation:

Name: M/S. Samir Gajjar & Co., FCA, Registered Valuer (securities), B. Com (Registration No. IBBI/RV/05/2019/12084)

Address: E-401, Bhoomi enclave, Mahavir Nagar, Kandivali West, Mumbai 400067.

k. The price or price band at/within which the allotment is proposed:

The equity shares are proposed to be issued at an issue price of Rs. 711/- (Rupees Seven Hundred and eleven only) per equity share.

l. Relevant Date with reference to which the price has been arrived at:

The 'relevant date' for the purpose of determination of the floor price for issue of the investor equity shares under the investors preferential issue, as per provisions of Chapter V of the SEBI ICDR Regulations and other applicable laws is October 15, 2024 (Tuesday) ("Relevant Date"), being the date 30 (Thirty) days prior to the date on which the meeting viz. this Extra-Ordinary General Meeting of members of the Company is proposed to be held to consider and approve the investors preferential issue.

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

The equity shares are proposed to be issued and allotted to private investors comprising of (a) Individuals, and (b) Body Corporate who shall hold the equity shares in the Company under the 'public shareholders' category.

The Equity Shares shall be issued and allotted to the Investors as detailed herein below:

Sr. No	Name of Allottees	Maximum number of Equity Shares	Maximum Amount (Rs)
1.	Authum Investment & Infrastructure Ltd.	7,59,493	53,99,99,523
2.	Mr. Mukul Mahavir Agrawal	7,59,493	53,99,99,523
3.	Minosha India Ltd.	4,36,005	30,99,99,555
4.	Anchorage Capital Scheme II	2,81,293	19,99,99,323
5.	Trishakti Power Holdings Private Limited	2,53,164	17,99,99,604

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6.	GeeCee Ventures Limited	2,10,970	14,99,99,670
7.	Mr. Gagan Dinanath Chaturvedi	1,40,646	9,99,99,306
8.	Alpana Enterprises	1,40,646	9,99,99,306
9.	Prabhudas Lilladher Advisory Services Private Limited	70,323	4,99,99,653
10.	Devraag Investments	42,194	2,99,99,934
11.	Sparsh Broking Pvt Ltd	28,133	2,00,02,563
12.	Mahalaxmi Brokerage (India) Pvt. Ltd.	28,133	2,00,02,563
13.	Mr. Vijay Khetan	14,064	99,99,504

n. Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

The promoters, directors and key managerial personnel of the Company do not intend to participate in the Investors Preferential Issue.

o. The proposed time frame within which the preferential issue/ allotment shall be completed:

The equity shares shall be allotted by the Company to the identified investors in dematerialized form within a period of 15 (fifteen) days from the date of passing of this special resolution by members of the Company, provided that, where the issue and allotment of the said equity shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to the Stock Exchange), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals.

p. The names of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottees and the percentage of post preferential offer capital that may be held by them: _

Sr. No.	Name of the proposed identified allottees	Ultimate Beneficial Owners	Maximum Amount / Up to (Rs.)	Pre-preferential allotment Shareholding	Post preferential allotment Shareholding	Post -preferential allotment Shareholding (%)
1.	Authum Investment & Infrastructure Ltd.	-	53,99,99,523	-	7,59,493	1.93
2.	Mr. Mukul Mahavir Agrawal	-	53,99,99,523	-	7,59,493	1.93
3.	Minosha India Ltd.	Mr. Kalpraj Damji Dharamshi	30,99,99,555	-	4,36,005	1.11

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4.	Anchorage Capital Scheme II	-	19,99,99,323	-	2,81,293	0.71
5.	Trishakti Power Holdings Private Limited	Mr. Paresh Doshi	17,99,99,604	5,000	2,58,164	0.66
6.	GeeCee Ventures Limited	Mr. Rohit Ashwin Kothari	14,99,99,670	-	2,10,970	0.54
7.	Mr. Gagan Dinanath Chaturvedi	-	9,99,99,306	-	1,40,646	0.36
8.	Alpana Enterprises	Mr. Arun Nahar, Ms. Jyoti Nahar, Ms. Leela	9,99,99,306	-	1,40,646	0.36
9.	Prabhudas Lilladher Advisory Services Private Limited	-	4,99,99,653	-	70,323	0.18
10.	Devraag Investments	Mr. Parag Mehta	2,99,99,934	-	42,194	0.11
11.	Sparsh Broking Pvt Ltd	Mr. Santosh Bohra	2,00,02,563	-	28,133	0.07
12.	Mahalaxmi Brokerage (India) Pvt. Ltd.	Mr. Anurag Agarwal & Ms. Sunita Agarwal	2,00,02,563	-	28,133	0.07
13.	Mr. Vijay Khetan	-	99,99,504	-	14,064	0.04

q. The change in control, if any, in the Company that would occur consequent to the preferential offer:

The preferential issue will not result into change in the control of the Company.

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- r. **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the financial year viz. 2024-2025, the Company has not made any preferential allotment.

- s. **Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects.**

No contribution is being made by the promoters of the Company or Directors as part of the offer or separately in furtherance of its objects.

- t. **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not applicable. The consideration for allotment proposed shall be received in cash.

- u. **The pre issue and post issue shareholding pattern of the Company**

The pre issue and the post-issue shareholding pattern of the Company (considering full allotment of equity shares to be issued on preferential basis as per this Notice) is mentioned hereinbelow:

Sr. No	Category	Pre-Issue		Post Issue	
		No. of equity shares	% shareholding pattern	No. of equity shares	% shareholding pattern
A.	Promoter and Promoter Group				
1.	Indian				
a)	Individuals / HUF	24934131	68.89	24934131	63.35
b)	Bodies Corporate	1920611	5.31	1920611	4.88
c)	Others	-	-	-	-
	Sub-total (A1)	26854742	74.20	26854742	68.23
2	Foreign				
a)	Bodies Corporate	-	-	-	-
	Sub-total (A2)	26854742	74.20	26854742	68.23

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	Total Promoters and Promoters Group (A= A1 + A2)	26854742	74.20	26854742	68.23
B.	Non Promoter / public shareholding				
1	Institutional Investors	825128	2.28	825128	2.09
2	Non-institution				
a)	Bodies corporate	352966	0.98	2603320	6.62
b)	Directors and relatives	-	-	-	-
c)	Indian public	6826544	18.86	7740747	19.67
d)	Others (including NRIs)	1335193	3.68	1335193	3.39
	Total Non-Promoter /Public Shareholders (B)	9339831	25.80	12504388	31.77
	Grand Total (A+B)	36194573	100	39359130	100

- v. The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter:

Current Status of Allottees: Trishakti Power Holdings Private Limited having pre-preferential issue shareholding (to the tune of 5,000 equity shares) in the Company falls under the status of the “**Non-Promoter**” Category.

Proposed Status of Allottees post preferential issue: the Identified allottees fall under the status of the “**Non- Promoter**” Category.

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w. Lock-in Period

The equity shares proposed to be issued to the identified allottees under the Preferential Issue and the pre-preferential issue shareholding of Trishakti Power Holdings Private Limited shall be subject to lock-in, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations

x. Listing:

The equity shares proposed to be allotted to the identified allottees under the preferential issue shall be listed and shall be admitted for trading on the main board of Stock Exchanges viz. National Stock Exchange of India Limited and BSE Limited, subject to requisite approval from the Stock Exchange.

y. Practicing Company Secretary's Certificate

As required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate issued by Ms. Shreya Shah, Practicing Company Secretaries, certifying, inter alia, that the investors preferential issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations shall be placed before the meeting of the members. The said certificate issued by Ms. Shreya Shah, Practicing Company Secretaries is hosted on the website of the Company at <https://ajmera.com/preferential-allotment/>

z. Undertakings / Confirmations:

1. The allottees have also confirmed their eligibility in terms of Regulation 159 of SEBI ICDR Regulations to subscribe the preferential issue.
2. The Company is in compliance with the conditions for continuous listing and is eligible to undertake the preferential issue in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations.
3. None of the promoters and/or directors of the Company are a fugitive economic offender as defined under the SEBI ICDR Regulations.
4. Neither the Company nor any of its promoters and/or directors have been declared as wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
5. Each of identified allottees have confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
6. As the equity shares of the Company are listed on recognized Stock Exchange for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price. **However, the Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so.** If the amount payable on account of the re-computation of price is not paid

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within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the respective allottees.

7. None of the Directors and/or key managerial personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.
8. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable laws.
9. The approval of the members is being sought to enable the Board and/or its committee to issue and allot the equity shares on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its members.