

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



NOTICE OF POSTAL BALLOT

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

Dear Member(s),

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

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depository Participants. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/ Depository Participants, please follow the process provided in the Notes of this Postal Ballot Notice.

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

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 12, 2025, and ends at 5:00 p.m. (IST) on Thursday, December 11, 2025. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting.

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

SPECIAL BUSINESS:

ITEM NO. 1 – TO CONSIDER AND APPROVE SUB-DIVISION / SPLIT OF NOMINAL VALUE OF EQUITY SHARES OF THE COMPANY AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

"RESOLVED THAT pursuant to Sections 61 read with 64 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may

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be necessary from the appropriate statutory authority(ies), and as approved by the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for sub-division (split) of 1 (One) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten) each, into 5 (Five) fully paid-up Equity Shares having face value of Rs. 2/- (Rupees two) each, with effect from the 'Record Date' to be determined by the Board of Directors (which shall include any Committee thereof) for this purpose.

RESOLVED FURTHER THAT the sub-divided Equity Shares having face value Rs. 2/- (Rupees Two only) each, shall rank pari passu in all respects including voting rights, dividend entitlement, and other rights attached to the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT the pursuant to the sub-division / split of equity shares of the Company the authorised share capital and Subscribed, Issued and Paid-up Share Capital of face value of Rs. 10/- (Rupees Ten only) each, fully paid up, existing on the Record Date, shall stand sub-divided as follows:

Particulars	Pre-subdivision / split		Post-subdivision / split	
	No. of Equity Shares	Face Value (Rs.)	No. of Equity Shares	Face Value (Rs.)
Authorized Share Capital	15,00,00,000	10	75,00,00,000	2
Subscribed, Issued and Paid-up Share Capital	3,93,59,130	10	19,67,95,650	2

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, to the extent applicable, the existing Share Certificate(s) in relation to the existing fully paid equity shares having face value of Rs. 10/- (Rupees Ten only) each, shall be deemed to have been automatically cancelled and shall be of no effect from the Record Date. The Board of Directors and/or Company's Registrar and Share Transfer Agents shall, without requiring the Members to surrender their existing Share Certificate(s), and credit the corresponding sub-divided equity shares in dematerialised form. In accordance with Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall credit such sub-divided shares to a separate demat (Suspense / Escrow) Account for those Members who do not have demat accounts, until such time as they open a demat account and claim their respective shares, in compliance with applicable laws, rules, and regulatory guidelines.
- for the Equity Shares held in dematerialized form, the sub-divided Equity Shares of face value Rs. 2/- (Rupees Two only) each shall be credited proportionately to the respective beneficiary demat accounts of the Members held with their Depository Participants, in place of the existing credits representing equity shares of face value Rs. 10/- (Rupees Ten only) each, as on the Record Date.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as approved by the Board of Directors of the Company, approval of the shareholders be and is hereby accorded to alter the Memorandum of Association of the Company by deleting the existing Clause V and substituting it with the following new Clause V:"

"V. The Authorized Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) consisting of 75,00,00,000 (Seventy-Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each with rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of Association of the Company."

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RESOLVED FURTHER THAT the Board of Directors, or any Committee thereof and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/ Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Place: Mumbai

Date: November 06, 2025

Registered Office:

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NOTES:

1. The Explanatory statement pursuant to the provisions of Sections 102 and 110 and other applicable provisions of the Act read with Rule 22 of Companies (Management & Administration) Rules, 2014 stating material facts and reasons for the proposed resolutions is annexed hereto and forms part of the notice.
2. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners as received from the Depositories / MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), the Company's Registrar and Transfer Agents ("RTA") as on October 31, 2025 ("Cut-off date") and whose e-mail addresses are registered with the Company / RTA / Depository Participants ("DP") or who will register their email address in accordance with the process outlined in this Notice. If your email address is not registered with the Company / RTA / Depositories / DPs, you may register the same to receive this Postal Ballot Notice by completing the process for registration of e-mail address as under:

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

- a) Select the Name of the Company from dropdown: Ajmera Realty & Infra India Limited.
- b) Enter DP and Client ID (if shares held in electronic form)/ Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate numbers.
- c) Enter Mobile number and e-mail ID.
- d) System generated One Time Password ("OTP") to be sent on mobile number and email ID.
- e) Enter OTP received on mobile number and e-mail ID.
- f) Click on Submit button.
- g) On completing the above process your request will be accepted, and request id will be generated. Email registered is for the limited purpose of sending notice pertaining to the current event.

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

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

3. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
4. The Scrutinizer shall, after conclusion of the remote e-voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the remote e-voting. The Resolutions, if passed, shall be deemed to have been passed on Thursday, December 11, 2025, being the last date specified by the Company for remote e-voting.
5. The declared results along with the report of Scrutinizer shall be intimated to BSE and NSE, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website.

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The instructions for remote e-voting are as under:

- i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting facility provided by Listed Entities", the Members are provided with the facility to cast their vote electronically through the remote e-voting services provided by NSDL on the resolution set forth in this Notice.
- ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up Equity Share capital of the Company as on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, November 12, 2025, and ends at 5:00 p.m. (IST) on Thursday, December 11, 2025. The e-voting module shall be disabled by NSDL thereafter. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- iii. The details of the process and manner for remote e-voting are explained herein below:

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

Step 1: Access to NSDL e-Voting system

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

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual dematerialized account holders, by way of single login credential, through their dematerialized accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual dematerialized account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered 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.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under





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Type of shareholders	Login Method
	<p>“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.</p> <ol style="list-style-type: none"> 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user

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Type of shareholders	Login Method
	<p>will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

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

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

4. Your User ID details are given below:

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your 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.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company, which is 137594, 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. 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 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to Investor.helpdesk@in.mpms.mufg.com and investors@ajmera.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit 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 Investor.helpdesk@in.mpms.mufg.com and investors@ajmera.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

Place: Mumbai

Date: November 06, 2025

Registered Office:

Citi Mall, New Link Road, Andheri (W), Mumbai -400 053

Email: investors@ajmera.com

Website: www.ajmera.com

CIN: L27104MH1985PLC035659

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

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EXPLANATORY STATEMENT

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

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

Item No. 1:

The equity shares of the Company are listed and actively traded on Main Board of BSE Limited and National Stock Exchange of India Limited. In order to enhance the liquidity of the Company's equity shares, make the shares more affordable and accessible to small retail investors, and encourage wider participation by broadening the retail shareholders' base, the Board of Directors has proposed the sub-division of the face value of the Company's equity shares, subject to the approval of the Members and such statutory and regulatory approvals, consents, and permissions as may be required.

The Board of Directors of the Company, at their meeting held on November 06, 2025, approved, subject to the approval of the Members of the Company and such statutory and regulatory authorities as may be required, the sub-division of the face value of the Company's equity shares in the following manner:

1 (One) Equity share of the face value of Rs. 10/- (Rupees Ten only) each, fully paid-up, shall be sub-divided into 5 (Five) Equity shares of the face value of Rs. 2/- (Rupees Two only) each, fully paid-up.

The sub-divided equity shares shall rank pari-passu in all respects with each other and carry the same rights and privileges as the existing equity shares. The sub-division shall take effect from such date as may be fixed by the Board of Directors as the "Record Date" for this purpose.

In the opinion of the Board of Directors, the proposed sub-division of the equity shares is in the best interest of the Company and its shareholders. The operations and business activities of the Company in the real estate sector have expanded significantly over the years, driven by the successful execution of residential, commercial, and mixed-use development projects across various geographies. This growth has contributed to enhanced visibility of the Company.

The proposed sub-division of Equity Shares shall also require consequential amendments to the existing Clause V (Capital Clause) of the Memorandum of Association of the Company to reflect change in the face value of equity shares of the Company which shall read as follows:

"V. The Authorized Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty Crores only) consisting of 75,00,00,000 (Seventy-Five Crores) Equity Shares of Rs. 2/- (Rupees Two only) each with rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes, and attach thereto respectively and preferential, qualified or special rights. Such rights shall not except where the terms of issue otherwise provide be alterable otherwise than pursuant to the provisions contained in the Articles of Association of the Company."

The Pre and post subdivision Equity Share Capital of the Company will be as under:

Particulars	Pre-subdivision / split		Post-subdivision / split	
	No. of Equity Shares	Face Value (₹)	No. of Equity Shares	Face Value (₹)
Authorized Share Capital	15,00,00,000	10	75,00,00,000	2
Subscribed, Issued and Paid-up Share Capital	3,93,59,130	10	19,67,95,650	2

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The proposed sub-division of fully paid-up equity shares will not result in any change in the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company. Further, such sub-division / split shall not be construed as a reduction in the share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The Board of Directors, therefore, recommends an Ordinary Resolution as set out in Item No. 1 of the accompanying Notice for the approval of the Members of the Company in accordance with the provisions of Sections 13, 61 read with Section 64 and other applicable provisions of the Companies Act, 2013 (the "Act") and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

A draft copy of the altered Memorandum of Association of the Company is available on the website of the Company at <https://ajmera.com/postal-ballot/>. Alternately, Members may also send their requests for inspection of aforesaid documents to investors@ajmera.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot i.e. till Thursday, December 11, 2025.

None of the Directors and Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either financially or otherwise in the proposed Resolution of the accompanying Notice except to the extent of their respective shareholding in the Company, if any.

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

Place: Mumbai

Date: November 06, 2025

Registered Office:

"Citi Mall", New Link Road, Andheri (W), Mumbai - 400 053

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