

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/2025-26

Date: October 01, 2025

To, The Manager, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Script Code: 513349	To, The Manager - Listing, National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 Script Code: AJMERA
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Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice dated September 09, 2025 along with explanatory statement issued to the members of the Company, seeking their approval on the Ordinary Resolutions as set out in the said notice.

In accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") the Postal Ballot Notice is being sent only through electronic mode to all those members whose e-mail addresses are registered with the Company, Registrar & Share Transfer Agent and Depository Participants and whose name is appearing as member in the Company's Register of Members / List of Beneficiaries as provided by the Depositories as on the Cut-off date i.e. Friday, September 26, 2025. Accordingly, physical copy of the Postal Ballot Notice, Postal Ballot Form and business reply envelope are not being sent to the members. A copy of the Postal Ballot Notice along with the explanatory statement, instructions and manner of remote e-voting process is available on the Company's website at www.ajmera.com, websites of the Stock Exchanges at www.bseindia.com and at www.nseindia.com and website of National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

As per the provisions of the aforesaid MCA circulars, members can vote through remote e-voting only, which will be commencing at 9.00 a.m. (IST) on Thursday, October 02, 2025 and ending at 5:00 p.m. (IST) on Friday, October 31, 2025. During this period the members of the Company holding shares as on the cut-off date of Friday, September 26, 2025, shall be entitled to vote. The remote e-voting shall not be allowed beyond the said date and time. The results of the postal ballot will be announced on or before two working days of conclusion of remote e-voting and the same will be communicated to the Stock Exchanges along with the Scrutinizer's Report.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For **AJMERA REALTY & INFRA INDIA LIMITED**

Reema Solanki
Company Secretary & Compliance Officer
Encl: As above

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NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given 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 ("LODR Regulations") 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, 09/ 2024 dated September 19, 2024 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 Resolutions 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 Thursday, October 02, 2025, and ends at 5:00 p.m. (IST) on Friday, October 31, 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 – Approval for giving shortfall undertaking in connection with the loan obtained / to be obtained by Ajmera Luxe Realty Private Limited.

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

“RESOLVED THAT pursuant to the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the prior approval granted by the Audit Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to give shortfall undertaking to Standard Chartered Bank for an amount not exceeding Rs. 15,750.00 Lakhs (Rupees Fifteen Thousand Seven Hundred

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Fifty Lakhs only) in connection with the loan obtained / to be obtained by Ajmera Luxe Realty Private Limited ("ALRPL"), a Joint Venture of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide, finalize, alter or revise the terms and conditions of the said shortfall undertaking and to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the Company, for giving effect to this resolution, including but not limited to signing and execution of necessary forms and documents as may be deemed necessary and expedient in its discretion."

Item No. 2 – Approval for providing Loan, Guarantees, Security or making Investments in Anirdesh Developers Private Limited, a Subsidiary Company 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 the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to, (i) give loan to Anirdesh Developers Private Limited, (ii) give guarantee or provide security in connection with loan taken or to be taken by Anirdesh Developers Private Limited, and (iii) acquire, purchase or otherwise, the stake in Anirdesh Developers Private Limited, from time to time, in one or more tranches, as may be considered beneficial and in the best interest of the Company, for an amount, which shall not at any time exceed, the aggregate amount of Rs. 15,000 Lakhs (Rupees Fifteen Thousand Lakhs only), including the loans given, guarantees or securities provided and investments already made, notwithstanding that the aggregate of the loans so far given, investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to negotiate, decide, finalise, vary, modify and agree to terms and conditions which they may in its absolute discretion deem beneficial or in the interest of the Company and to take from time to time all such steps, actions and decisions as may be necessary for giving loans, guarantees or providing securities or for making investments including executing any documents, deeds, writings, papers and/or agreements, corporate guarantee, forms, etc., as may be required or desirable and to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made, given or provided by the Company, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, as may be deemed necessary."

Item No. 3 – Approval for providing Loan, Guarantees, Security or making Investments in Ultra Tech Property Developers Private Limited, an Associate Company 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 the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board', which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to, (i) give loan to Ultra Tech Property Developers Private Limited, (ii) give guarantee or

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provide security in connection with loan taken or to be taken by Ultra Tech Property Developers Private Limited, and (iii) acquire, purchase or otherwise, the stake in Ultra Tech Property Developers Private Limited, from time to time, in one or more tranches, as may be considered beneficial and in the best interest of the Company, for an amount, which shall not at any time exceed, the aggregate amount of Rs. 15,000 Lakhs (Rupees Fifteen Thousand Lakhs only), including the loans given, guarantees or securities provided and investments already made, notwithstanding that the aggregate of the loans so far given, investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to negotiate, decide, finalise, vary, modify and agree to terms and conditions which they may in its absolute discretion deem beneficial or in the interest of the Company and to take from time to time all such steps, actions and decisions as may be necessary for giving loans, guarantees or providing securities or for making investments including executing any documents, deeds, writings, papers and/or agreements, corporate guarantee, forms, etc., as may be required or desirable and to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made, given or provided by the Company, without being required to seek any further consent or approval of the Members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, as may be deemed necessary."

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

Place: Mumbai

Date: September 09, 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. The relevant details pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with earlier circulars issued in this regard, the information as required under Industry Standards on "Minimum information to be provided for Review of the Shareholders for Approval of Related Party Transaction (RPT), in respect of the resolutions stated herein are set out in the explanatory statement accompanying this 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, the Company's Registrar and Transfer Agents ("RTA") as on September 26, 2025 ("Cut-off date") and whose e-mail addresses are registered with the Company/ RTA/ Depositories/ 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

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remote e-voting. The Resolutions, if passed, shall be deemed to have been passed on Friday, October 31, 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.

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 LODR Regulations, 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 Thursday, October 02, 2025 and ends at 5:00 p.m. (IST) on Friday, October 31, 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

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.





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.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz.

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Type of shareholders	Login Method
	<p>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.</p> <p>3. 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</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting</p>

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Type of shareholders	Login Method
	<p>option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the 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

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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*****.
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**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company, which is 137340, 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.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

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 rnt.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 rnt.helpdesk@in.mpms.mufg.com 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.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Place: Mumbai

Date: September 09, 2025

Registered Office:

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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 resolution to be passed as mentioned in the accompanying Notice.

Item No. 1:

Ajmera Luxe Realty Private Limited ("ALRPL"), a Joint Venture Company, is developing a commercial project namely 'THIRTY3.15' on the land situated at corner of 15th and 33rd Road, Plot No. 417A of the Town Planning Scheme - III of Bandra (West), Mumbai - 400050 ("Project"). To fund this project, the ALRPL has approached Standard Chartered Bank ("Bank") for term loan up to a maximum principal amount of Rs. 31,500.00 Lakhs (Rupees Thirty One Thousand Five Hundred Lakhs only); and to secure this term loan, the Bank has required for providing a cash shortfall, cost overrun, project completion, non-disposal and subordination undertaking ("shortfall undertaking") from the promoters of ALRPL. As the Company holds 50% stake in the JV, it needs to provide shortfall undertaking to the Bank up to a sum of Rs. 15,750.00 Lakhs (Rupees Fifteen Thousand Seven Hundred Fifty Lakh only) i.e. 50% of amount of said loan.

Further, since ALRPL is a related party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), and the value of the proposed shortfall undertaking exceeds the materiality threshold prescribed under Regulation 23(1), the transaction qualifies as a material related party transaction. Accordingly, approval of the shareholders is required under Regulation 23(4) of the LODR Regulations.

The Audit Committee and Board of Directors of the Company, in their respective meetings held on September 09, 2025, have approved to give shortfall undertaking to the Bank upto an amount not exceeding Rs. 15,750.00 Lakh (Rupees Fifteen Thousand Seven Hundred Fifty Lakh only) as aforesaid, subject to approval of the members of the Company.

The Audit Committee has reviewed the certificate provided by the Managing Director and CFO of the Company confirming that the terms of proposed transaction are in the interest of the Company.

The Audit Committee has reviewed all relevant documents, financial details, and disclosures pertaining to the proposed related party transaction with ALRPL. Based on the information placed before it, the Committee confirms that:

- Adequate disclosures required for informed decision-making were made available and duly considered.
- The transaction is being undertaken at arm's length and in the ordinary course of business.
- The terms of the transaction are fair, transparent, and in the best interest of the Company and its stakeholders.

The proposed transaction is in the interest of the Company, as it enables effective utilization of resources by supporting the business operations and growth plans of its Joint Venture Company. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.

In terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 read with earlier circulars issued in this regard, the information as required under Industry Standards on "Minimum information to be provided for Review of the Shareholders for Approval of Related Party Transaction (RPT)" are given as below:

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A (1). Basic details of the related party:

Sr. No.	Particulars of the information	Details
1.	Name of the related party	Ajmera Luxe Realty Private Limited ("ALRPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate

A(2). Relationship and ownership of the related party:

Sr. No.	Particulars of the information	Details
1.	<p>Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> • Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity / subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>Joint Venture Company</p> <p>The Company holds 50% stake therein</p> <p>No</p> <p>Nil</p>

A (3). Details of previous transactions with the related party:

Sr. No.	Particulars of the information	Details
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (2024-25).</p> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	<p>(a) Capital contribution made – Rs. 35.00 Lakh</p> <p>(b) Loan given – Rs. 1,327.95 Lakh</p>
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<p>(a) Loan given - Rs. 1,747.02 Lakh</p>
3.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	<p>No Default</p>

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A(4). Amount of the proposed transaction (s):

Sr. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 15,750.00 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	21.34%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable (As listed company is party to the transaction)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not applicable, as the JV company had no turnover during the previous financial year.
6.	Financial performance of the related party for immediately preceding financial year:	During the financial year 2024-25: (a) Turnover - Nil (b) Profit after tax - (Rs. 0.52 Lakh) (c) Net worth - Rs. 69.28 Lakh

A(5). Basic details of the proposed transaction:

Sr. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Shortfall undertaking
2.	Details of each type of the proposed transaction	Shortfall undertaking upto Rs. 15,750.00 Lakh
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	5 years from the date of 1 st utilization
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Financial year 2025-26 - Shortfall undertaking upto Rs. 15,750.00 Lakh
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is in the interest of the Company, as it enables effective utilization of resources by supporting the business operations and growth plans of its Joint Venture Company. This contributes to the overall development of the Company, enhances consolidated

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		performance, and aligns with the strategic objectives of the Company.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p>	
	a. Name of the director / KMP	Not applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required
9.	Other information relevant for decision making.	None

Part B

B(1). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed transaction is in the interest of the Company, as it enables effective utilization of resources by supporting the business operations and growth plans of its Joint Venture Company. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	<p>Material covenants of the proposed transaction including:</p> <p>(i) commission, if any to be received by the listed entity or its subsidiary;</p> <p>(ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>	<p>No commission</p> <p>From project cash flow</p>
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Rs. 15,750.00 Lakh</p> <p>No additional provision is required.</p>

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Part C

C(1). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p>b. <i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not Required
2.	<p>Details of solvency status and going concern status of the related party during the last three financial years:</p>	
	<i>FY 2024-25</i>	Solvent and Going Concern
	<i>FY 2023-24</i>	Solvent and Going Concern
	<i>FY 2022-23</i>	Solvent and Going Concern
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Rs. 15,750.00 Lakh</p> <p>No additional provision is required.</p>
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not default made

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<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	No
<i>FY 2024-25</i>	No past defaults
<i>FY 2023-24</i>	No past defaults
<i>FY 2022-23</i>	No past defaults

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 01.

Accordingly, it is proposed to seek approval of members of the Company by way of passing an Ordinary Resolution.

The Board recommends the Ordinary resolution as set out at Item No. 1 of the Notice dated September 09, 2025 for the approval of the members of the Company.

None of the Directors and/ or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

ITEM No. 2

The Company proposes to extend financial support to Anirdesh Developers Private Limited (“ADPL”) by way of loans, guarantees, securities, and/or equity investment, up to an aggregate amount not exceeding Rs. 15,000.00 Lakhs (Rupees Fifteen Thousand Lakhs). ADPL is engaged in activities aligned with the strategic interests of the Company, and the proposed financial assistance is intended to strengthen its operations and enhance long-term value for stakeholders.

Further, since ADPL is a related party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), and the value of the proposed transactions exceeds the materiality threshold prescribed under Regulation 23(1), the transaction qualifies as a material related party transaction. Accordingly, approval of the shareholders is required under Regulation 23(4) of the LODR Regulations.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed transaction, subject to shareholders’ approval. The Audit Committee has also reviewed a certificate from the Managing Director and CFO confirming that the terms of the proposed transactions are in the interest of the Company.

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The Audit Committee has reviewed all relevant documents, financial details, and disclosures pertaining to the proposed related party transaction with ADPL. Based on the information placed before it, the Committee confirms that:

- Adequate disclosures required for informed decision-making were made available and duly considered.
- The transaction is being undertaken at arm's length and in the ordinary course of business.
- The terms of the transaction are fair, transparent, and in the best interest of the Company and its stakeholders.

The proposed transactions are intended to support the business operations and financial stability of ADPL, thereby contributing to the strategic growth and consolidated performance of the Company. The transaction does not involve any commission or financial benefit to the Company, and recovery, if any, shall be from the project cash flows of ADPL.

In terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with earlier circulars issued in this regard, the information as required under Industry Standards on "Minimum information to be provided for Review of the Shareholders for Approval of Related Party Transaction (RPT)" are given as below:

A(1). Basic details of the related party:

Sr. No.	Particulars of the information	Details
1.	Name of the related party	Anirdesh Developers Private Limited ("ADPL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate

A(2). Relationship and ownership of the related party:

Sr. No.	Particulars of the information	Details
1.	<p>Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none">• Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>Subsidiary Company (not wholly owned)</p> <p>The Company holds 84.90% stake therein</p> <p>No</p> <p>Nil</p>

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A(3). Details of previous transactions with the related party:

Sr. No.	Particulars of the information	Details
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (2024-25). <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	(a) Loan Given - 622.24 Lakhs (b) Reimbursement of Expenses 13.50 Lakhs
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	(a) Loan given – Rs. 375.00 Lakhs (April, 2025-Jun, 2025)
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No Default

A(4). Amount of the proposed transaction (s):

Sr. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 15,000.00 Lakh
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.33%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable (As listed company is party to the transaction)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Nil (No Turnover in ADPL in preceding year)
6.	Financial performance of the related party for the immediately preceding financial year:	During the financial year 2024-25: (a) Turnover – Nil (b) Profit after tax – Rs. (24.38) Lakhs (c) Net worth – Rs. (13.38) Lakhs

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A(5). Basic details of the proposed transaction:

Sr. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	((i) Give loan, or (ii) Give guarantee or provide security in connection with loan taken or to be taken by ADPL, or (iii) Acquire, purchase or otherwise the stake in ADPL
2.	Details of each type of the proposed transaction	The proposed transaction shall not at any time exceed the aggregate amount of Rs. 15,000 lakhs.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be executed over a period of five years from the date of passing of this resolution in one or more tranches, which may be valid for a period not exceeding five years, or such extended period as may be mutually decided.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 15,000 Lakhs (depending upon requirements of the subsidiary company)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is in the interest of the Company, as a Strategic support to subsidiary for project funding. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Not applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required
9.	Other information relevant for decision making.	None

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PART B

B(1). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed transaction is in the interest of the Company, as a Strategic support to subsidiary for project funding. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (iii) commission, if any to be received by the listed entity or its subsidiary;	No commission
	(iv) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	From project cash flow
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.	Upto Rs. 15,000.00 Lakhs
	Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	No additional provision is required.

B(2) For proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Owned funds including internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable
3.	Material covenants of the proposed transaction	Funds shall be utilized for the corporate business purposes

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4.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	10.90% (Average)
5.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As may be mutually agreed upon having regards to the prevailing condition and nature of funds
6.	Maturity / due date	As may be mutually agreed upon having regards to the requirements of the ADPL.
7.	Repayment schedule & terms	
8.	Whether secured or unsecured?	Unsecured
9.	If secured, the nature of security & security coverage ratio	Not Applicable
10.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the corporate business purposes

B(3). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Owned funds including internal accruals
2	Purpose for which funds shall be utilized by the investee company.	Corporate Business purposes
3	Where any financial indebtedness is incurred to make investment, specify the following: Explanation: This shall not be applicable to listed banks/ NBFCs	Not applicable
4.	Material covenants of the proposed transaction	Funds shall be utilized for the corporate business purposes

PART C

C(1). Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	Latest credit rating of the related party. Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable
2.	Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Not Applicable

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<p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
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C(2). Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	Not Applicable
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.

Sr. No.	Particulars of the information	Details
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party Note: c. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. d. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.	Not Required

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2.	Details of solvency status and going concern status of the related party during the last three financial years:	
	FY 2024-25	Solvent and Going Concern
	FY 2023-24	Solvent and Going Concern
	FY 2022-23	Solvent and Going Concern
3.	<p>The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.</p> <p>Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.</p>	<p>Upto Rs. 15,000.00 Lakhs</p> <p>No additional provision is required.</p>
4.	<p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not default made
	<p>In addition, state the following:</p> <p>e) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>f) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>g) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>h) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	<p>No</p> <p>No</p> <p>No</p> <p>No</p>
	FY 2024-25	No past defaults
	FY 2023-24	No past defaults
	FY 2022-23	No past defaults

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 02.

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Accordingly, it is proposed to seek approval of members of the Company by way of passing an ordinary resolution.

The Board recommends the ordinary resolution as set out at Item No. 2 of the Notice dated September 09, 2025 for the approval of the members of the Company.

None of the Directors and/ or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 2 of the Notice.

ITEM NO. 3

The Company proposes to extend financial support to Ultra Tech Property Developers Private Limited (“UTPDPL”) by way of loans, guarantees, securities, and/or equity investment, up to an aggregate amount not exceeding ₹15,000.00 Lakhs (Rupees Fifteen Thousand Lakhs). UTPDPL is engaged in real estate development and allied activities that are strategically aligned with the Company’s long-term objectives. The proposed financial assistance is intended to strengthen UTPDPL’s operations and enhance value creation for stakeholders.

Further, since UTPDPL qualifies as a related party under Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), and the value of the proposed transactions exceeds the materiality threshold prescribed under Regulation 23(1), the transaction qualifies as a material related party transaction. Accordingly, approval of the shareholders is required under Regulation 23(4) of the LODR Regulations.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposed transaction, subject to shareholders’ approval. The Audit Committee has also reviewed a certificate from the Managing Director and CFO confirming that the terms of the proposed transaction are in the interest of the Company.

The Audit Committee has reviewed all relevant documents, financial details, and disclosures pertaining to the proposed related party transaction with UTPDPL. Based on the information placed before it, the Committee confirms that:

- Adequate disclosures required for informed decision-making were made available and duly considered.
- The transaction is being undertaken at arm’s length and in the ordinary course of business.
- The terms of the transaction are fair, transparent, and in the best interest of the Company and its stakeholders.

The proposed transactions are intended to support the financial stability and strategic operations of UTPDPL, which is expected to contribute to the long-term value and growth of the Company’s investment portfolio. The transaction does not involve any commission or financial benefit to the Company, and recovery, if any, shall be from the project cash flows of UTPDPL.

In terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with earlier circulars issued in this regard, the information as required under Industry Standards on “Minimum information to be provided for Review of the Shareholders for Approval of Related Party Transaction (RPT)” are given as below:

A(1). Basic details of the related party:

Sr. No.	Particulars of the information	Details
1.	Name of the related party	Ultra Tech Property Developers Private Limited (“UTPDPL”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Real Estate

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A(2). Relationship and ownership of the related party:

Sr. No.	Particulars of the information	Details
1.	<p>Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p><i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i></p>	<p>Associate Company</p> <p>The Company holds 36% stake therein</p> <p>No</p> <p>Nil</p>

A(3). Details of previous transactions with the related party:

Sr. No.	Particulars of the information	Information provided by the management
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year (2024-25).</p> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p>	<p>(a) Investment made–Rs. 36.00 Lakh (b) Loan given – Rs. 1089.00 Lakhs</p>
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<p>(b) Loan given – Rs. 225.00 Lakhs</p>
3.	<p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</p>	<p>No Default</p>

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A(4). Amount of the proposed transaction(s):

Sr. No.	Particulars of the information	Details
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Upto Rs. 15,000.00 Lakhs
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	20.33%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable (As listed company is party to the transaction)
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NIL
6.	Financial performance of the related party for immediately preceding financial year:	During the financial year 2024-25: (a) Turnover - Nil (b) Profit after tax - Rs. (38.41) Lakhs (c) Net worth - Rs. 61.59 Lakhs

A(5). Basic details of the proposed transaction:

Sr. No.	Particulars of the information	Details
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	(i) Give loan, or (ii) Give guarantee or provide security in connection with loan taken or to be taken by UTPDPL, or (iii) Acquire, purchase or otherwise the stake in UTPDPL
2.	Details of each type of the proposed transaction	The proposed transaction shall not at any time exceed the aggregate amount of Rs. 15,000 Lakhs
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Proposed transaction to be executed over a period of five years from the date of passing of this resolution in one or more tranches, which may be valid for a period not exceeding five years, or such extended period as may be mutually decided.
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Upto Rs. 15,000 Lakhs (depending upon requirements of the Associate company)

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6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transaction is in the interest of the Company, as a Strategic support to Associate Company for project funding. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Not Applicable
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Not Applicable
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not required
9.	Other information relevant for decision making.	None

Part B

B(1) Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The proposed transaction is in the interest of the Company, as a Strategic support to Associate Company for project funding. This contributes to the overall development of the Company, enhances consolidated performance, and aligns with the strategic objectives of the Company.
	(b) Whether it will create a legally binding obligation on listed entity?	Yes
2.	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	No commission From project cash flow

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3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 15,000.00 Lakhs No additional provision is required
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B(2). For proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Owned funds including internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance. Explanation: This shall not be applicable to listed banks/ NBFCs.	Not applicable
3.	Material covenants of the proposed transaction	Funds shall be utilized for the corporate business purposes
4.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	10.90% (Average)
5.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As may be mutually agreed upon having regards to the prevailing condition and nature of funds
6.	Maturity / due date	As may be mutually agreed upon having regards to the requirements of the UTPDPL.
7.	Repayment schedule & terms	
8.	Whether secured or unsecured?	Unsecured
9.	If secured, the nature of security & security coverage ratio	No Applicable
10.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For the corporate business purposes

B(3). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1	Source of funds in connection with the proposed transaction. Explanation: This shall not be applicable to listed banks/ NBFCs.	Owned funds including internal accruals
2	Purpose for which funds shall be utilized by the investee company.	Corporate Business purposes

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3	Where any financial indebtedness is incurred to make investment, specify the following: <i>Explanation:</i> This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.	Not applicable
4.	Material terms of the proposed transaction	Funds shall be utilized for the corporate business purposes

PART C

C(1). Disclosure *only* in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	Latest credit rating of the related party. Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any	Not Applicable
2.	Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i> In addition, state the following: a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	Not Applicable No No No No

C(2). Disclosure in case of transactions relating to any investment made by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1	Latest credit rating of the related party Note: a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and	Not Applicable

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	credit enhancement rating (CE rating), if any. b. This shall be applicable in case of investment in debt securities.	
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Details
1.	If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party <i>Note:</i> <i>(a) Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i> <i>(b) This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	Not Required
2.	Details of solvency status and going concern status of the related party during the last three financial years: <i>FY 2024-25</i> <i>FY 2023-24</i> <i>FY 2022-23</i>	 Solvent and Going Concern Solvent and Going Concern Solvent and Going Concern
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	Upto Rs. 15,000.00 Lakhs No additional provision is required.
4.	Default on borrowings, <i>if any</i> , over the last three financial years, by the related party from the listed entity or any other person. <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>	Not default made

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In addition, state the following: i) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; (ii) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; iii) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation; iv) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>	No No No No
FY 2024-25	No past defaults
FY 2023-24	No past defaults
FY 2022-23	No past defaults

The Members may note that in terms of the provisions of the LODR Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 03.

Accordingly, it is proposed to seek approval of members of the Company by way of passing an ordinary resolution.

The Board recommends the ordinary resolution as set out at Item No. 3 of the Notice dated September 09, 2025 for the approval of the members of the Company.

None of the Directors and/ or Key Managerial Personnel(s) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, financially or otherwise, in the Resolution mentioned at Item No. 3 of the Notice.

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

Place: Mumbai

Date: September 09, 2025

Registered Office:

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