



Date: 25.01.2023

The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001	Metropolitan Stock Exchange Of India Limited Building A, Unit 205A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai - 400070
BSE Scrip Code – 534600	MSEI Scrip Code- JTLIND

**REG: NOTICE OF EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY AND CUT-OFF
DATE INTIMATION**

Dear Sir,

Notice

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, please find enclosed **the Notice convening the Extra-ordinary General Meeting (“EGM”) of the Members of the Company to be held on Friday, the 17th day of February, 2023 at 1.00 P.M. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”).**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed the services of **CDSL** for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL

Remote E-voting

The remote e-voting period will begin on Tuesday, February 14, 2023 at 9:00 A.M. and ends on Thursday, February 16, 2023 at 5:00 P.M. The remote E-voting module shall be disabled by CDSL thereafter.

Cut- Off date

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, February 10, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

This is for your kind information and record . Kindly also disseminate the same.

Thanking You,
Yours Sincerely,
for JTL Industries Limited
(Formerly known as JTL Infra Limited)

Mohinder Singh
Company Secretary

Unit - I

Gholu Majra, Derabassi
Chd.-Ambala Highway, Distt. Mohali
Punjab 140 506 (India)

Unit - II

Vill. Koste Budruk, Post Nizampur
Taluka Mangaon, Raigad 402120
Maharashtra (India)

Unit - III

Jagan Road, Backside Aggarwal Bhawan
Sirhind Side, Mandi Gobindgarh 147301
Punjab (India)



**JTL
INDUSTRIES
LIMITED**
(Formerly known as JTL Infra Limited)
STEEL PIPES

Regd. & Corp. Off.: S.C.O. 18-19, Sector 28-C
Chandigarh-160 002. INDIA
T +91 172 4668 000
E info@jtlinfra.com, **W** www.jtlinfra.com
CIN: L27106CH1991PLC011536

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of JTL Industries Limited (Formerly known as JTL Infra Limited) will be held on Friday, the 17th day of February, 2023 at 1:00 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following Special Business:

ITEM NO 1

PREFERENTIAL ALLOTMENT OF UPTO 1,33,50,000 (ONE CRORE THIRTY THREE LAKHS FIFTY THOUSAND ONLY) FULLY CONVERTIBLE WARRANTS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and Metropolitan Stock Exchange of India Limited (MSEI) where the shares of the Company are listed (“Stock Exchanges”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by anyone or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a

preferential basis, up to **1,33,50,000** (One Crore Thirty Three Lakhs Fifty Thousand Only) Fully Convertible Warrants (“Warrants”) each convertible into 1 (One) Equity Share of face value of Rs. 2/- (Rupees Two Only) each (“the Equity Shares”), to the persons belonging to ‘Non-Promoter Category’, (including Qualified Institutional Buyers (QIBs)/ Foreign Portfolio Investors (FPIs), on preferential basis, at an issue price of Rs. 300/- (Rupees Three Hundred Only) including a premium of Rs. 298/- (Rupees Two Hundred Ninety Eight Only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash, on such further terms and conditions as detailed herein below, to the persons/entities belonging to Non- Promoter Category (“Proposed Allottees”) as more particularly enlisted in the explanatory statement.

RESOLVED FURTHER THAT the ‘Relevant Date’, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Wednesday, January 18, 2023 (i.e. being the date, which is 30 days prior to the date of shareholder’s meeting which is scheduled on Friday, February 17, 2023)

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

- a) The conversion of warrants into equity shares is to be done, in one or more tranches, before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall

be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.
- j) The resulting equity share shall rank *pari-passu* with the then existing fully paid-up Equity shares of the Company including as to Dividend and voting Rights etc.
- k) The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 2/- (Rupees Two Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/or such other authorities as may be necessary for the purpose, to resolve and settle any

questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any committee of directors or the Managing Director or any director(s) or any other Key Managerial Personnel or any other officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

Regd. Office :

S.C.O. 18-19, Sector 28-C, Chandigarh- 160002 (India)
Ph. : +91 172 4668000
Website: www.jtlinfra.com, Email: finance@jtlinfra.com
CIN: L27106CH1991PLC011536

Place: Chandigarh
Date: 20th January, 2023

**By order of the Board of directors
For JTL Industries Limited
(Formerly known as JTL Infra Limited)**

**Sd/-
Mohinder Singh
Company Secretary
(ACS-21857)**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated May 5, 2022, read together with circulars dated 28.12.2022, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and December 28, 2022 (collectively referred to as “MCA Circulars”), permitted convening the General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. Hence, there shall be no physical attendance of equity shareholders at the meeting and the deemed venue for the meeting shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has availed the services of CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CDSL.
6. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to exercise

his/her/its voting rights on the resolution proposed in the Notice and attend the Meeting. A person, who is not an equity shareholder as on the Cut-off Date, should treat the Notice for information purpose only.

7. The voting rights of the equity shareholders shall be in proportion to their shareholding in the Company as on the close of the business hours of Cut-off dates. The shareholders who have acquired the shares of the Company after sending the notices but before the Cut-off date, can refer the Notices on www.jtlinfra.com and/or from the website of the Stock Exchanges, i.e., BSE Limited and Metropolitan Stock Exchange Limited at www.bseindia.com and www.msei.in respectively, and/or from the website of CDSL (agency for providing the Remote e-Voting facility) at www.evotingindia.com and shall be entitled to avail the facility of voting by electronic means only if his name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date.
8. Since this meeting is being held through virtual mode, there will not be any physical attendance of equity shareholders. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting and hence, the proxy form and attendance slip are not annexed hereto. Further, no route map of the venue of the Meeting is annexed hereto, since this meeting is being held through Virtual Mode.
9. In case of joint holders attending the Meeting, only such joint holder whose name is higher in the order of names will be entitled to vote at the Meeting.
10. Institutional/Corporate Shareholders (i.e. other than individuals/ HUF/ NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorisation etc., authorizing its representative to attend and vote on their behalf at the Meeting, The said Resolution/ Authorisation shall be sent to the Scrutinizer by e-mail with a copy marked to finance@jtlinfra.com.
11. The attendance of the Members attending the Meeting through Virtual Mode will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. The Members can join the Meeting through Virtual Mode 15 minutes before and during the meeting after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The Members will be able to view the proceedings and participate at the Meeting by logging into the e-Voting website at www.evotingindia.com.
13. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Equity Shareholders at the registered office of the Company between 11.00 AM (IST) and 5.00 PM (IST) on all working days up to the date of the meeting.
14. This Notice, along with copy of the relevant enclosures is also displayed/posted on the website of the Company: www.jtlinfra.com, website of E-voting service provider i.e. CDSL at www.evotingindia.com and also on the website of Stock Exchanges i.e., BSE at www.bseindia.com and MSEI at www.msei.in.
15. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Extra-ordinary General Meeting is annexed.

16. The Company has appointed Mr. Sahil Malhotra, Proprietor of M/s S.V. Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the remote e-voting process and voting at the Extra-ordinary General Meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
17. EGM is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
18. Members, who would like to express their views or ask clarifications during the said meeting will have to register themselves as a speaker by sending the requests from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number, email address at finance@jtlinfra.com and a link will thereafter be provided to the registered speakers for participating in the Meeting. Only those members who have registered themselves as a speaker will be allowed to express their views/ask clarifications during the said meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the said meeting. Please note that only the members holding the shares as on cut-off date will be eligible to register as speakers. The Company may respond suitably to those shareholders who had sent request to the Company to express their views/questions but due to paucity of time did not get opportunity to ask questions during Meeting.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

The remote e-voting period will begin on Tuesday, February 14, 2023 at 9:00 A.M. and ends on Thursday, February 16, 2023 at 5:00 P.M. The remote E-voting module shall be disabled by CDSL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, February 10, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, February 14, 2023 at 9:00 A.M. and ends on Thursday, February 16, 2023 at 5:00 P.M.. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 10, 2023 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e- voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings
for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. <u>After</u> successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e- Voting service providers' website directly. 3. If <u>the</u> user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. <u>Alternatively</u>, 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting
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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; saahilmalhotra42@gmail.com and finance@jtlinfra.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

Item No. 1 :

The Special Resolution contained in Item No.1 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to **1,33,50,000** (One Crore Thirty Three Lakhs Fifty Thousand Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share of face value of Rs. 2/- each, per Warrant, to persons belonging to ‘Non- Promoter, Public Category’ including FPI/QIB, on preferential basis, at an issue price of Rs. 300/- (Rupees Three Hundred Only) (including a premium of Rs. 298/- (Rupees Two Hundred Ninety Eight Only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash.

The proposed Preferential Issue is to be issued to the persons belonging ‘Non-Promoter, Public Category’ as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 20th January, 2023.

The approval of the members is accordingly being sought by way of passing a ‘Special Resolution’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 1 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Particulars of the Preferential Issue including date of passing of Board resolution;

The Board of Directors at its meeting held on 20th January, 2023 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to **1,33,50,000** (One Crore Thirty Three Lakhs Fifty Thousand Only) fully convertible warrants at an issue price of Rs. 300/- (Rupees Three Hundred Only) including a premium of Rs. 298/- (Rupees Two Hundred Ninety Eight Only) for an aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash, by way of a preferential issue.

II. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued;

Up to **1,33,50,000** (One Crore Thirty Three Lakhs Fifty Thousand Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Non-Promoter, Public Category’, on preferential basis, at an issue price of Rs. 300/- (Rupees Three Hundred Only) including a premium of Rs. 298/- (Rupees Two Hundred Ninety Eight Only) which is a price higher than the price as determined in accordance with the provisions of Regulation 164 of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash.

List of Proposed Allottees is given below:

S. No.	Name of the Proposed Allottees	Category	Maximum No of warrants to be allotted	Name of the Ultimate Beneficial Owner
1	Aditya Kumar Halwasiya	PUBLIC	1,50,000	N.A.
2	Minal Praksh Deshpande	PUBLIC	70,000	N.A.
3	Ashish Singh	PUBLIC	30,000	N.A.
4	Krishna Lalit Kabra	PUBLIC	30,000	N.A.
5	Anoop Jain	PUBLIC	50,000	N.A.
6	Anoop Jain HUF	PUBLIC	1,00,000	Anoop Jain
7	Wealthologists Pvt. Ltd.	PUBLIC	25,000	Anushka Singhal, Rahul Singhal
8	JE Impex DMCC	PUBLIC (FPI)	2,00,000	Surendra Kumar Bagri
9	Caterfield Global DMCC	PUBLIC (FPI)	1,00,000	Jitender Kumar
10	Elrond Trade Corp LLP	PUBLIC	2,00,000	Jyoti Chaudhary
11	Maurvi Ventures Pvt. Ltd.	PUBLIC	1,00,000	Pankaj Kumar Batra Dimple Batra
12	Jyoti Sanghai	PUBLIC	50,000	N.A.
13	Rajesh Mirchumal Sadhwani	PUBLIC	33,300	N.A.
14	Srestha Finvest Limited	PUBLIC	3,00,000	N.A.- Listed Company
15	Samarth Garg	PUBLIC	25,000	N.A.
16	Saket Kumar HUF	PUBLIC	25,000	Saket Kumar
17	Krishan Goyal	PUBLIC	25,000	N.A.
18	Neha Garg	PUBLIC	25,000	N.A.
19	Sharda Subhashchandra Bhat	PUBLIC	70,000	N.A.
20	Algoquant Fintech Limited	PUBLIC	20,000	N.A.- Listed Company



21	Orchard Road Properties Private Limited	PUBLIC	35,000	Rohit Kumar Koiri, Santanu Biswas
22	Vajra Machinerics Pvt. Ltd.	PUBLIC	50,000	Varun Agrawal, Chandrakala Agrawal, Suresh Kumar Agrawal
23	Dream Achiever Consultancy Services Pvt. Ltd.	PUBLIC	18,00,000	Suraj Chokhani
24	Discovery Buildcon Pvt. Ltd	PUBLIC	18,00,000	Suraj Chokhani
25	Ecotek General Trading LLC	PUBLIC (FPI)	10,00,000	Madhu Sharma
26	Zenith Multi Trading DMCC	PUBLIC (FPI)	33,61,700	Hari Shankar Tibrewala
27	Velvet Real Estate LLP	PUBLIC	1,00,000	Pradip Tibrewal
28	Vikas Garg	PUBLIC	1,00,000	N.A.
29	Ali Akbar Parvez Khan	PUBLIC	1,00,000	N.A.
30	Jaykumar G Dadlani	PUBLIC	25,000	N.A.
31	Arjun Gandotra	PUBLIC	25,000	N.A.
32	Tanuj Rajkumar Pugalia	PUBLIC	1,00,000	N.A.
33	Jagdeep Kumar Goyal	PUBLIC	1,00,000	N.A.
34	Kartik Aggarwal	PUBLIC	50,000	N.A.
35	Meenu Aggarwal	PUBLIC	50,000	N.A.
36	Sanjay Surana	PUBLIC	50,000	N.A.
37	Vikas Garg	PUBLIC	50,000	N.A.
38	Farangi Lal Kansal	PUBLIC	50,000	N.A.
39	Suresh Kumar Garg HUF	PUBLIC	75,000	Suresh Kumar Garg
40	Kanika Garg	PUBLIC	50,000	N.A.
41	Ashok Singla HUF	PUBLIC	11,59,000	Ashok Singla
42	Sushil Kumar Singhal	PUBLIC	50,000	N.A.
43	Sanjay Mehtani	PUBLIC	25,000	N.A.
44	Abhinav Gupta	PUBLIC	30,000	N.A.
45	Piyush Tantia	PUBLIC	25,000	N.A.
46	Dipika Jajoo	PUBLIC	25,000	N.A.
47	Abhinav Agarwal	PUBLIC	25,000	N.A.
48	Aakash Agarwal	PUBLIC	50,000	N.A.
49	Ritu Consul	PUBLIC	25,000	N.A.
50	Kanuj Khanna	PUBLIC	3,00,000	N.A.
51	Puneet Makkar	PUBLIC	25,000	N.A.



52	Manoj Kumar Bajaj	PUBLIC	25,000	N.A.
53	Maninder Singh	PUBLIC	65,000	N.A.
54	Priyanka Chopra	PUBLIC	65,000	N.A.
55	Neeraj Bansal	PUBLIC	33,000	N.A.
56	Kiran Garg	PUBLIC	50,000	N.A.
57	Surinder Kumar	PUBLIC	33,000	N.A.
58	Punya Gupta	PUBLIC	1,00,000	N.A.
59	Sunil Gupta	PUBLIC	50,000	N.A.
60	Sharda Chokhani	PUBLIC	25,000	N.A.
61	Abhishek Chokhani HUF	PUBLIC	25,000	Abhishek Chokhani
62	Bullfinch Tech LLP	PUBLIC	40,000	Sumit Nagpal
63	Namita	PUBLIC	50,000	N.A.
64	Kangan Kansal	PUBLIC	25,000	N.A.
65	Neha Jain	PUBLIC	25,000	N.A.
66	Shelly Garg	PUBLIC	1,00,000	N.A.
67	Chetna Jitesh Shah	PUBLIC	25,000	N.A.
68	Shriya Nishil Sheth	PUBLIC	25,000	N.A.
69	Himanshu Gupta	PUBLIC	25,000	N.A.
70	Saransh Khattar	PUBLIC	25,000	N.A.
71	Ankur Gupta HUF	PUBLIC	25,000	Ankur Gupta
72	Vijay Kumar M. Mittal	PUBLIC	25,000	N.A.
73	Sarika Gupta	PUBLIC	25,000	N.A.
74	Raghvendra Mohta	PUBLIC	50,000	N.A.
75	Sudheer Saxena	PUBLIC	25,000	N.A.
76	Dharmin Rajesh Shah	PUBLIC	25,000	N.A.
77	Trisha Rajesh Shah	PUBLIC	25,000	N.A.
			1,33,50,000	

N.A. being allottee is a natural person

N.A.- Listed Company- being allottee is a listed entity.

III. Basis on which the price has been arrived at and justification for the price (including premium, if any);

The Equity Shares of the Company are listed on BSE Limited and Metropolitan Stock Exchange of India (MSEI). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE being the Stock Exchange with highest trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered

for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price for the Preferential Issue is Rs. 299.66/- per warrants. The price per warrants to be issued pursuant to the Preferential Issue is fixed at Rs. 300/-, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

IV. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash.

V. Objects of the Preferential Issue

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. Issue Related Expenses;
2. For General Corporate Purposes;
3. For Modernization, acquisitions and Expansion of Manufacturing Units;
4. Repayment of existing Debt;
5. Working Capital Requirements;

(collectively, referred to hereinafter as the "**Objects**")

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Utilization of Gross Proceeds

As the funds to be received against warrants conversion will be in tranches and quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Gross Proceeds of the Issue is as under:

S. No.	Particulars	Total estimated amount to be utilized (Rs. in Crores)*	<i>Tentative timelines for utilization of issue proceeds from the date of receipt of funds</i>
1	Issue Related Expenses	0.25	Latest by December 2024
2	General Corporate Purposes	99.00	
3	Modernization, Acquisition and Expansion of Manufacturing Units	100.00	
4	Repayment of Debt	20.00	
5	Working Capital Requirements	181.25	
	Total	400.50	

*considering 100% conversion of Warrants into Equity Shares within the stipulated time.

**The amount utilized for general corporate purposes shall not exceed 25% of the gross proceeds.

in terms of BSE Notice No. 20221213-47 December 13, 2022, the amount specified for the above mentioned object of issue size may deviate +/- 10% depending upon the future circumstances.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for convertible warrants, issue proceeds shall be received by the Company in 18 months period from the date of allotment of warrants in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above mentioned objects, in phases, as per the company's business requirements and availability of issue proceeds, latest by December 2024.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

Monitoring of Utilization of Funds

- In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited, SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Issue.

- The monitoring agency shall submit its report to the issuer in the format specified in Schedule XI of SEBI ICDR Regulations on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised.
- The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of SEBI ICDR Regulations.
- The Company shall, within forty five days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchanges.

VI. Particulars of the offer including the maximum number of specified securities to be issued:

Preferential issue of up to **1,33,50,000** (One Crore Thirty Three Lakhs Fifty Thousand Only Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘ Non-Promoter, Public Category’, on preferential basis, at an issue price of Rs. 300/- (Rupees Three Hundred Only) including a premium of Rs. 298/- (Rupees Two Hundred Ninety Eight Only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash.

The conversion of warrants into equity shares is to be done before the expiry of eighteen (18) months from the date of allotment of warrants in terms of SEBI (ICDR) Regulations, 2018.

VII. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None of the Promoters, directors or key managerial personnels intend to subscribe to the present preferential issue. All the proposed allottees belong to Non-Promoter /Public Category.

VIII. The Shareholding Pattern of the issuer before and after the preferential issue

Category	Pre-Issue Shareholding Structure		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)		
	No. of shares	%		No. of shares	% *	



A) Promoter Shareholding					
Indian					
a) Individuals & HUF	2,86,47,500	43.71%	-	2,86,47,500	36.31%
b) Any Other Director or Directors Relatives	-	-	-	-	-
Sub Total (A)(1)	2,86,47,500	43.71%	-	2,86,47,500	36.31%
2) Foreign Promoters	-	-			
Total Promoter Shareholding A=A1 +A2	28647500	43.71%	-	2,86,47,500	36.31%
B) Public Shareholding					
1. Institutions					
A. Domestic	14,87,887	2.27%	-	14,87,887	1.89%
B. Foreign	7,90,551	1.21%	46,61,700	54,52,251	6.91%
B3) Non-Institutional Investors					
Individuals	2,69,43,741	41.11%	28,09,300	2,97,53,041	37.72%
Body Corporate	58,83,981	8.98%	44,70,000	1,03,53,981	13.12%
HUF	9,30,043	1.42%	14,09,000	23,39,043	2.97%
Others (Including NRI, Clearing Members, HUF)	8,53,447	1.30%	-	8,53,447	1.08%
Total Public Shareholding B=B1+B2+ B3	3,68,89,650	56.29%	1,33,50,000	5,02,39,650	63.69%
C) Non-Promoter - Non-Public	-	-	-		
Grand Total (A+B+C)	6,55,37,150	100.00%	1,33,50,000	7,88,87,150	100.00%

* These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.

- The Pre Preferential Shareholding pattern is as on 13.01.2023.
- The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No.1 into equity shares.
- Post shareholding structure may change depending upon any other corporate action in between.

IX. Proposed time limit within which the allotment shall be completed:

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants will be

completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

X. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No new preferential issue was proposed during the financial year. However, pursuant to preferential issue approved by shareholder's approval through Postal Ballot on January 27, 2021, the Board of Directors of the Company in its meeting held on 17th March, 2021, had allotted 25,00,000 (Twenty Five Lacs) Fully Convertible Warrants to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.10/- (Rupees Ten only) each for cash at an issue price of ₹180/- (Rupees One Hundred Eighty Only) per share including premium of ₹170/- per share. Further, w.e.f. October 13th, 2021 pursuant to vide BSE Circular dated September 28th, 2021, the equity shares of the Company were sub-divided from every One equity share of Rs. 10/- each into Five equity shares of Rs. 2/- each. Out of warrants allotted by the Board of the Directors of the Company on March 17th, 2021, the Board allotted 13,50,000 equity shares of Rs. 2/- at a price of Rs. 36/- per share (sub-divided) each upon conversion of warrants and sub-division of shares on 05th May, 2022 to two person belonging to Non-Promoter, Public Category.

Further, the Board of Directors in its Meeting held on 13th September, 2022, had allotted 50,00,000 fully paid up equity shares of Rs. 2/- each at a price of Rs. 36/- (i.e. at a premium of Rs. 34/- per equity share (sub-divided from Rs. 10/- to Rs. 2/-) against the conversion of 10,00,000 fully convertible warrants, which were earlier issued on preferential basis to non-promoters, public category for a consideration of Rs.180/- per warrant.

Thus, the total allotment was to 4 persons, upon conversion of warrants into equity shares, for a total of 63,50,000 shares of face value of Rs. 2/- each (Sub-divided) at a price of Rs. 36/- each, during the year 2022-23.

XI. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

S. No.	Name of the Proposed Allottees	Category	Maximum No of warrants to be allotted	Name of the Ultimate Beneficial Owner
1	Aditya Kumar Halwasiya	PUBLIC	1,50,000	N.A.
2	Minal Praksh Deshpande	PUBLIC	70,000	N.A.



3	Ashish Singh	PUBLIC	30,000	N.A.
4	Krishna Lalit Kabra	PUBLIC	30,000	N.A.
5	Anoop Jain	PUBLIC	50,000	N.A.
6	Anoop Jain HUF	PUBLIC	1,00,000	Anoop Jain
7	Wealthologists Pvt. Ltd.	PUBLIC	25,000	Anushka Singhal, Rahul Singhal
8	JE Impex DMCC	PUBLIC (FPI)	2,00,000	Surendra Kumar Bagri
9	Caterfield Global DMCC	PUBLIC (FPI)	1,00,000	Jitender Kumar
10	Elrond Trade Corp LLP	PUBLIC	2,00,000	Jyoti Chaudhary
11	Maurvi Ventures Pvt. Ltd.	PUBLIC	1,00,000	Pankaj Kumar Batra Dimple Batra
12	Jyoti Sanghai	PUBLIC	50,000	N.A.
13	Rajesh Mirchumal Sadhwani	PUBLIC	33,300	N.A.
14	Srestha Finvest Limited	PUBLIC	3,00,000	N.A.- Listed Company
15	Samarth Garg	PUBLIC	25,000	N.A.
16	Saket Kumar HUF	PUBLIC	25,000	Saket Kumar
17	Krishan Goyal	PUBLIC	25,000	N.A.
18	Neha Garg	PUBLIC	25,000	N.A.
19	Sharda Subhashchandra Bhat	PUBLIC	70,000	N.A.
20	Algoquant Fintech Limited	PUBLIC	20,000	N.A.- Listed Company
21	Orchard Road Properties Private Limited	PUBLIC	35,000	Rohit Kumar Koiri, Santanu Biswas
22	Vajra Machineries Pvt. Ltd.	PUBLIC	50,000	Varun Agrawal, Chandrakala Agrawal, Suresh Kumar Agrawal
23	Dream Achiever Consultancy Services Pvt. Ltd.	PUBLIC	18,00,000	Suraj Chokhani
24	Discovery Buildcon Pvt. Ltd	PUBLIC	18,00,000	Suraj Chokhani
25	Ecotek General Trading LLC	PUBLIC (FPI)	10,00,000	Madhu Sharma
26	Zenith Multi Trading DMCC	PUBLIC (FPI)	33,61,700	Hari Shankar Tibrewala
27	Velvet Real Estate LLP	PUBLIC	1,00,000	Pradip Tibrewal
28	Vikas Garg	PUBLIC	1,00,000	N.A.
29	Ali Akbar Parvez Khan	PUBLIC	1,00,000	N.A.
30	Jaykumar G Dadlani	PUBLIC	25,000	N.A.



31	Arjun Gandotra	PUBLIC	25,000	N.A.
32	Tanuj Rajkumar Pugalia	PUBLIC	1,00,000	N.A.
33	Jagdeep Kumar Goyal	PUBLIC	1,00,000	N.A.
34	Kartik Aggarwal	PUBLIC	50,000	N.A.
35	Meenu Aggarwal	PUBLIC	50,000	N.A.
36	Sanjay Surana	PUBLIC	50,000	N.A.
37	Vikas Garg	PUBLIC	50,000	N.A.
38	Farangi Lal Kansal	PUBLIC	50,000	N.A.
39	Suresh Kumar Garg HUF	PUBLIC	75,000	Suresh Kumar Garg
40	Kanika Garg	PUBLIC	50,000	N.A.
41	Ashok Singla HUF	PUBLIC	11,59,000	Ashok Singla
42	Sushil Kumar Singhal	PUBLIC	50,000	N.A.
43	Sanjay Mehtani	PUBLIC	25,000	N.A.
44	Abhinav Gupta	PUBLIC	30,000	N.A.
45	Piyush Tantia	PUBLIC	25,000	N.A.
46	Dipika Jajoo	PUBLIC	25,000	N.A.
47	Abhinav Agarwal	PUBLIC	25,000	N.A.
48	Aakash Agarwal	PUBLIC	50,000	N.A.
49	Ritu Consul	PUBLIC	25,000	N.A.
50	Kanuj Khanna	PUBLIC	3,00,000	N.A.
51	Puneet Makkar	PUBLIC	25,000	N.A.
52	Manoj Kumar Bajaj	PUBLIC	25,000	N.A.
53	Maninder Singh	PUBLIC	65,000	N.A.
54	Priyanka Chopra	PUBLIC	65,000	N.A.
55	Neeraj Bansal	PUBLIC	33,000	N.A.
56	Kiran Garg	PUBLIC	50,000	N.A.
57	Surinder Kumar	PUBLIC	33,000	N.A.
58	Punya Gupta	PUBLIC	1,00,000	N.A.
59	Sunil Gupta	PUBLIC	50,000	N.A.
60	Sharda Chokhani	PUBLIC	25,000	N.A.
61	Abhishek Chokhani HUF	PUBLIC	25,000	Abhishek Chokhani
62	Bullfinch Tech LLP	PUBLIC	40,000	Sumit Nagpal
63	Namita	PUBLIC	50,000	N.A.
64	Kangan Kansal	PUBLIC	25,000	N.A.
65	Neha Jain	PUBLIC	25,000	N.A.

66	Shelly Garg	PUBLIC	1,00,000	N.A.
67	Chetna Jitesh Shah	PUBLIC	25,000	N.A.
68	Shriya Nishil Sheth	PUBLIC	25,000	N.A.
69	Himanshu Gupta	PUBLIC	25,000	N.A.
70	Saransh Khattar	PUBLIC	25,000	N.A.
71	Ankur Gupta HUF	PUBLIC	25,000	Ankur Gupta
72	Vijay Kumar M. Mittal	PUBLIC	25,000	N.A.
73	Sarika Gupta	PUBLIC	25,000	N.A.
74	Raghvendra Mohta	PUBLIC	50,000	N.A.
75	Sudheer Saxena	PUBLIC	25000	N.A.
76	Dharmin Rajesh Shah	PUBLIC	25000	N.A.
77	Trisha Rajesh Shah	PUBLIC	25000	N.A.
			1,33,50,000	

N.A. being allottee is a natural person

N.A.- Listed Company- being allottee is a listed entity.

XII. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue:

S. No.	Name of the Proposed Allottees	Pre-issue Shareholding	Pre-issue %	Maximum No of warrants to be allotted	Post issue Shareholding	Post issue %
1	Aditya Kumar Halwasiya	0	0.00	1,50,000	1,50,000	0.19
2	Minal Praksh Deshpande	0	0.00	70,000	70,000	0.09
3	Ashish Singh	0	0.00	30,000	30,000	0.04
4	Krishna Lalit Kabra	0	0.00	30,000	30,000	0.04
5	Anoop Jain	0	0.00	50,000	50,000	0.06
6	Anoop Jain HUF	0	0.00	1,00,000	1,00,000	0.13
7	Wealthologists Pvt. Ltd.	0	0.00	25,000	25,000	0.03
8	JE Impex DMCC	0	0.00	2,00,000	2,00,000	0.25
9	Caterfield Global DMCC	0	0.00	1,00,000	1,00,000	0.13
10	Elrond Trade Corp LLP	0	0.00	2,00,000	2,00,000	0.25
11	Maurvi Ventures Pvt. Ltd.	0	0.00	1,00,000	1,00,000	0.13
12	Jyoti Sanghai	0	0.00	50,000	50,000	0.06
13	Rajesh Mirchumal Sadhwani	0	0.00	33,300	33,300	0.04



14	Srestha Finvest Limited	0	0.00	3,00,000	3,00,000	0.38
15	Samarth Garg	0	0.00	25,000	25,000	0.03
16	Saket Kumar HUF	0	0.00	25,000	25,000	0.03
17	Krishan Goyal	0	0.00	25,000	25,000	0.03
18	Neha Garg	0	0.00	25,000	25,000	0.03
19	Sharda Subhashchandra Bhat	0	0.00	70,000	70,000	0.09
20	Algoquant Fintech Limited	0	0.00	20,000	20,000	0.03
21	Orchard Road Properties Private Limited	0	0.00	35,000	35,000	0.04
22	Vajra Machineries Pvt. Ltd.	0	0.00	50,000	50,000	0.06
23	Dream Achiever Consultancy Services Pvt. Ltd.	0	0.00	18,00,000	18,00,000	2.28
24	Discovery Buildcon Pvt. Ltd	0	0.00	18,00,000	18,00,000	2.28
25	Ecotek General Trading LLC	0	0.00	10,00,000	10,00,000	1.27
26	Zenith Multi Trading DMCC	0	0.00	33,61,700	33,61,700	4.26
27	Velvet Real Estate LLP	0	0.00	1,00,000	1,00,000	0.13
28	Vikas Garg	0	0.00	1,00,000	1,00,000	0.13
29	Ali Akbar Parvez Khan	0	0.00	1,00,000	1,00,000	0.13
30	Jaykumar G Dadlani	0	0.00	25,000	25,000	0.03
31	Arjun Gandotra	1500	0.00	25,000	26,500	0.03
32	Tanuj Rajkumar Pugalia	0	0.00	1,00,000	1,00,000	0.13
33	Jagdeep Kumar Goyal	0	0.00	1,00,000	1,00,000	0.13
34	Kartik Aggarwal	3390	0.01	50,000	53,390	0.07
35	Meenu Aggarwal	0	0.00	50,000	50,000	0.06
36	Sanjay Surana	0	0.00	50,000	50,000	0.06
37	Vikas Garg	0	0.00	50,000	50,000	0.06
38	Farangi Lal Kansal	16400	0.03	50,000	66,400	0.08
39	Suresh Kumar Garg HUF	0	0.00	75,000	75,000	0.10
40	Kanika Garg	0	0.00	50,000	50,000	0.06
41	Ashok Singla HUF	0	0.00	11,59,000	11,59,000	1.47
42	Sushil Kumar Singhal	0	0.00	50,000	50,000	0.06
43	Sanjay Mehtani	1510	0.00	25,000	26,510	0.03
44	Abhinav Gupta	300	0.00	30,000	30,300	0.04
45	Piyush Tantia	0	0.00	25,000	25,000	0.03
46	Dipika Jajoo	0	0.00	25,000	25,000	0.03
47	Abhinav Agarwal	0	0.00	25,000	25,000	0.03

48	Aakash Agarwal	0	0.00	50,000	50,000	0.06
49	Ritu Consul	0	0.00	25,000	25,000	0.03
50	Kanuj Khanna	0	0.00	3,00,000	3,00,000	0.38
51	Puneet Makkar	0	0.00	25,000	25,000	0.03
52	Manoj Kumar Bajaj	0	0.00	25,000	25,000	0.03
53	Maninder Singh	18904	0.03	65,000	83,904	0.11
54	Priyanka Chopra	0	0.00	65,000	65,000	0.08
55	Neeraj Bansal	0	0.00	33,000	33,000	0.04
56	Kiran Garg	0	0.00	50,000	50,000	0.06
57	Surinder Kumar	0	0.00	33,000	33,000	0.04
58	Punya Gupta	25	0.00	1,00,000	1,00,025	0.13
59	Sunil Gupta	0	0.00	50,000	50,000	0.06
60	Sharda Chokhani	0	0.00	25,000	25,000	0.03
61	Abhishek Chokhani HUF	0	0.00	25,000	25,000	0.03
62	Bullfinch Tech LLP	0	0.00	40,000	40,000	0.05
63	Namita	0	0.00	50,000	50,000	0.06
64	Kangan Kansal	0	0.00	25,000	25,000	0.03
65	Neha Jain	0	0.00	25,000	25,000	0.03
66	Shelly Garg	0	0.00	1,00,000	1,00,000	0.13
67	Chetna Jitesh Shah	0	0.00	25,000	25,000	0.03
68	Shriya Nishil Sheth	0	0.00	25,000	25,000	0.03
69	Himanshu Gupta	0	0.00	25,000	25,000	0.03
70	Saransh Khattar	0	0.00	25,000	25,000	0.03
71	Ankur Gupta HUF	0	0.00	25,000	25,000	0.03
72	Vijay Kumar M. Mittal	0	0.00	25,000	25,000	0.03
73	Sarika Gupta	0	0.00	25,000	25,000	0.03
74	Raghvendra Mohta	0	0.00	50,000	50,000	0.06
75	Sudheer Saxena	0	0.00	25000	25,000	0.03
76	Dharmin Rajesh Shah	0	0.00	25000	25,000	0.03
77	Trisha Rajesh Shah	0	0.00	25000	25,000	0.03
		42029	0.06	1,33,50,000	1,33,92,029	16.98

*These percentages have been calculated on the basis of post preferential issue capital on fully diluted basis.

Thus, there will be no change in the control or management of the Company

pursuant to the proposed preferential issue. However, voting rights will change in tandem with the shareholding pattern.

XIII. Lock-in Period:

- a) The Equity Shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

XIV. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as January 18, 2023, for the purpose of computation of issue price of Equity Shares.

The Equity Shares of the Company are listed on BSE Limited and MSEI. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and BSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Convertible Warrants in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date; **whichever is higher.**

In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 299.66/- each.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

As the proposed allotment is not resulting in a change in control or allotment of more 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, Regulation 166A of SEBI ICDR Regulations is not applicable on the Company which requires a valuation report from an independent

registered valuer for determining the price.

Management of the Company decided to issue these securities to be allotted on preferential basis to the proposed allottees at Rs. 300/- (Rupees Three Hundred only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

XV. Pending Preferential Issue

Presently there has been no preferential issue pending or in process except as proposed in this notice.

XVI. Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

XVII. Re-computation of Issue Price:

As the equity shares have been listed on Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) regarding re-computation of Issue price is not applicable.. The Company shall re-compute the issue price of the Convertible Warrants/Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants/Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

XVIII. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to atleast 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant.

In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

XIX. Undertakings:

- a) None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- b) As the equity shares have been listed on a recognized Stock Exchange(s) for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- c) The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.
- d) **No Change in control:** As a result of the proposed preferential allotment of convertible warrants, there will be no change in the composition of the Board of Directors and no change in control of the Company.

XX. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

XXI. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status of Proposed Allottee	Post Status of Proposed Allottee
1	Aditya Kumar Halwasiya	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
2	Minal Praksh Deshpande	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
3	Ashish Singh	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
4	Krishna Lalit Kabra	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
5	Anoop Jain	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
6	Anoop Jain HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
7	Wealthologists Pvt. Ltd.	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
8	JE Impex DMCC	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
9	Caterfield Global DMCC	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER



10	Elrond Trade Corp LLP	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
11	Maurvi Ventures Pvt. Ltd.	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
12	Jyoti Sanghai	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
13	Rajesh Mirchumal Sadhwani	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
14	Srestha Finvest Limited	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
15	Samarth Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
16	Saket Kumar HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
17	Krishan Goyal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
18	Neha Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
19	Sharda Subhashchandra Bhat	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
20	Algoquant Fintech Limited	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
21	Orchard Road Properties Private Limited	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
22	Vajra Machinerics Pvt. Ltd.	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
23	Dream Achiever Consultancy Services Pvt. Ltd.	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
24	Discovery Buildcon Pvt. Ltd	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
25	Ecotek General Trading LLC	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
26	Zenith Multi Trading DMCC	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
27	Velvet Real Estate LLP	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
28	Vikas Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
29	Ali Akbar Parvez Khan	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
30	Jaykumar G Dadlani	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
31	Arjun Gandotra	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
32	Tanuj Rajkumar Pugalia	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
33	Jagdeep Kumar Goyal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
34	Kartik Aggarwal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER



35	Meenu Aggarwal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
36	Sanjay Surana	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
37	Vikas Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
38	Farangi Lal Kansal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
39	Suresh Kumar Garg HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
40	Kanika Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
41	Ashok Singla HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
42	Sushil Kumar Singhal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
43	Sanjay Mehtani	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
44	Abhinav Gupta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
45	Piyush Tantia	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
46	Dipika Jajoo	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
47	Abhinav Agarwal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
48	Aakash Agarwal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
49	Ritu Consul	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
50	Kanuj Khanna	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
51	Puneet Makkar	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
52	Manoj Kumar Bajaj	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
53	Maninder Singh	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
54	Priyanka Chopra	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
55	Neeraj Bansal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
56	Kiran Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
57	Surinder Kumar	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
58	Punya Gupta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
59	Sunil Gupta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
60	Sharda Chokhani	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER



61	Abhishek Chokhani HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
62	Bullfinch Tech LLP	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
63	Namita	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
64	Kangan Kansal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
65	Neha Jain	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
66	Shelly Garg	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
67	Chetna Jitesh Shah	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
68	Shriya Nishil Sheth	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
69	Himanshu Gupta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
70	Saransh Khattar	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
71	Ankur Gupta HUF	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
72	Vijay Kumar M. Mittal	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
73	Sarika Gupta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
74	Raghvendra Mohta	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
75	Sudheer Saxena	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
76	Dharmin Rajesh Shah	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER
77	Trisha Rajesh Shah	PUBLIC CATEGORY/ NON-PROMOTER	PUBLIC CATEGORY/ NON-PROMOTER

XXII. Practicing Company Secretary's Certificate:

The certificate from Mr. Sahil Malhotra, Proprietor of M/s S.V. Associates (COP: 14791), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.jtlinfra.com

XXIII. Dues toward SEBI, Stock Exchange(s) or Depositories:

There is no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

XXIV. Change in control, if any, upon preferential issue:

Consequent to the proposed preferential issue of Convertible Warrants/ Resulting Equity

Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.

XXV. Lock in Requirement

The lock-in of the Equity Shares/ Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Non Promoter Group, shall be locked-in for a period of six months from the date of trading approval by the stock exchanges.

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

XXVI. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The above preferential allotment is proposed for Non- Promoter Public Category. None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding in the Company, if any.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons belonging to the Non Promoter Category, is being sought by way of a “**Special Resolution**” as set out in the said item no. 1 of the Notice.

The Board of Directors recommends the resolutions as set out in Item No. 1 of this notice for the issue of Equity Shares on a preferential basis, to the proposed allottees by way of Special Resolution.



**JTL
INDUSTRIES
LIMITED**
(Formerly known as JTL Infra Limited)
STEEL PIPES

Regd. Office :

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Ph. : +91 172 4668000
Website: www.jtlinfra.com, Email: finance@jtlinfra.com
CIN: L27106CH1991PLC011536

Place: Chandigarh
Date: 20th January, 2023

**By order of the Board of directors
For JTL Industries Limited
(Formerly known as JTL Infra Limited)**

**Sd/-
Mohinder Singh
Company Secretary
(ACS-21857)**