



JET INFRAVENTURE LIMITED

February 1, 2022

To,
The Corporate Services Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai 400 001
BSE Code - 538794

Ref: Regulation 29, 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Sub.: Intimation of Notice of Extraordinary General Meeting and E-voting

The Notice convening Extraordinary General Meeting (EGM) of the Members of the Company scheduled to be held on **Friday, 25th February, 2022 at 10:30 a.m.** at the registered office of the Company at Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067 is enclosed.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Regulations, the Company is pleased to provide E-Voting facility (through CDSL) to its members, to cast their vote electronically for all resolutions proposed at the aforesaid EGM.

The remote e-voting period commences on Tuesday, 22nd February, 2022 (9:00 a.m.) and ends on Thursday, 24th February, 2022 (5:00 p.m.). The cut-off date for the purpose of remote e-voting and voting at the EGM is Friday, 18th February, 2022.

This is for your information and Record. The above information is also available on the website of the Company www.jetinfra.com.

Thanking you,

Yours faithfully,
For Jet Infraventure Limited

Krunal Shah
Company Secretary & Compliance Officer



Encl: a/a



JET INFRAVENTURE LIMITED

CIN: L45400MH2001PLC133483

Registered Office: Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road,
Opp Laljipada Police Chowki, Kandivali (West), Mumbai 400067

Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com

NOTICE

NOTICE is hereby given that Extra-Ordinary General Meeting (**EGM**) of the Members of **JET INFRAVENTURE LIMITED ('the Company')** will be held on **Friday, 25th February, 2022 at 10:30 a.m. IST** at the registered office of the Company situated at Office No.1, E Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067 to transact the following Special Businesses:

1. RECLASSIFICATION OF THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) the consent of the Members of the Company be and is hereby accorded for reclassification of the existing Authorised Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- each to Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of 20,96,000 (Twenty Lakhs Ninety Six Thousand) Equity Shares of Rs. 10/- each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs.10/- each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V(a) thereof by the following new Clause V(a) as under:

"V(a) The Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of Rs. 2,09,60,000/- (Rupees Two Crores Ninety Six Lakhs) equity share capital divided into 20,96,000 (Twenty Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- (Rupees Ten) each and Rs. 90,40,000/- (Rupees Ninety Lakhs Forty Thousand) Preference Share Capital divided into 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

2. ISSUE, OFFER AND ALLOT 12% NON-CONVERTIBLE REDEEMABLE CUMULATIVE PREFERENCE SHARES OF THE COMPANY TO INVESTOR ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014, (including any amendment(s), modification(s) or re-



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enactment(s) thereof), for the time being in force, and the provisions of the Memorandum and Articles of Association of the Company and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot at an appropriate time, in one or more tranches, 903000 (Nine Lakhs Three Thousand) 12% Non-Convertible Redeemable Cumulative Preference Shares of nominal / face value of Rs. 10/- each ("NCRCPs") at an issue price of Rs. 325/- (including premium of Rs. 315/- per share) for an amount upto Rs. 29,34,75,000/- (Twenty Nine Crores Thirty Four Lakhs Seventy Five Thousand Only) to MDI Global India Private Limited ("Proposed Allottee") for cash on private placement basis, on such terms and conditions as set out in the statement annexed to the Notice and as Board may deemed fit in its absolute discretion.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

1. NCRCPs shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend, if any, and repayment of capital;
2. NCRCPs shall be non-participating in the surplus funds;
3. NCRCPs shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
4. NCRCPs shall be issued on cumulative basis and shall not be convertible into equity shares;
5. NCRCPs shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
6. NCRCPs shall be redeemable on such date as determined by the board but not later than a period exceeding ten years from the date of allotment; and
7. NCRCPs will carry a coupon rate of 12% p.a.

RESOLVED FURTHER THAT the Board or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorize the officers of the Company for the aforesaid purpose, as deemed fit and to settle



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any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**By Order of the Board of Directors
For Jet Infraventure Limited**

Place: Mumbai
Date: 17/01/2022

**Krunal Shah
Company Secretary
Membership No. 20161**

Registered Office:
Office No.1, E-Wing, 1st Floor,
Nandanvan Apartment, Kandivali Link Road,
Opp. Laljipada Police Chowki,
Kandivali (West), Mumbai - 400 067

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to Items No. 1 to 2 in the accompanying Notice.

Item No. 1:

The existing Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- each.

In view of the proposal to issue non-convertible redeemable cumulative preference shares on a private placement basis, it is proposed to reclassify the Authorized Share Capital of the Company from Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- each to Rs. 3,00,00,000 (Rupees Three Crores Only) consisting of 20,96,000 (Twenty Lakhs Ninety Six Thousand) Equity Shares of Rs. 10/- each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs.10/- each.

The aforesaid reclassification in the Authorized Share Capital will also require consequential amendment to the Capital Clause of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 of the Act, the alteration of Memorandum of Association requires approval of the Members of the Company by way of passing an ordinary resolution to that effect. Accordingly, the approval of the Members is sought to reclassify the Authorized Share Capital as well as to consequently alter the Capital Clause of the Memorandum of Association of the Company. A draft copy of the existing and modified Memorandum of Association is available for inspection by the Members of the Company at its Registered Office during the normal business hours on any working day of the Company.

The Board recommends the **Ordinary Resolution** set forth at Item No. 1 of the Notice for approval of the Members.



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None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 2:

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a **Special Resolution** for each of such offer or invitation.

It is proposed to obtain approval of the Members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called 'Issuer') to make a private placement of upto 903000 (Nine Lakhs Three Thousand) 12% Non-Convertible Redeemable Cumulative Preference Shares of nominal value of Rs. 10/- each ("NCRCPs") at an issue price of Rs. 325/- (including premium of Rs. 315/- per share) for an amount upto Rs. 29,34,75,000/- (Twenty Nine Crores Thirty Four Lakhs Seventy Five Thousand Only) to **MDI Global India Private Limited** on the terms and conditions set out hereunder:

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (**the "NCRCPs Issue"**) are as follows:

| | | |
|-----|---|---|
| (a) | The size of the issue and number of preference shares to be issued and nominal value of each share | 903000 NCRCPs of face value of Rs. 10/- each at an issue price of Rs. 325/- (including premium of Rs. 315/- per share) for an amount upto Rs. 29,34,75,000/- (Twenty Nine Crores Thirty Four Lakhs Seventy Five Thousand Only). |
| (b) | The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible | The NCRCPs will be cumulative, non-participating and non-convertible. |
| (c) | The objectives of the issue | The Company shall utilize the proceeds from the issue of Preference Shares to (1) Fund business growth, capital expenditure and other strategic initiatives; (2) Augment working capital needs of the Company and (3) For general corporate purposes. |
| (d) | The manner of issue of shares | The NCRCPs are proposed to be issued on private placement basis to MDI Global India Private Limited. |
| (e) | The price at which such shares are proposed to be issued | The NCRCPs having face value of Rs. 10/- each are proposed to be issued at Rs. 325/- (including premium of Rs. 315/- per share) |
| (f) | The basis on which the price has been arrived at | The NCRCPs will be issued at Rs. 325/- per share. An independent valuation report has been used to arrive at the price. |
| (g) | The terms of issue, including terms and rate of dividend on each share, etc. | The NCRCPs are proposed to be issued for a period not exceeding 10 years from the date of allotment and shall be fully redeemed at premium at maturity or before. It will carry a coupon rate of 12% p.a. |



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| | | |
|-----|--|---|
| (h) | The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion | NCRCPs shall be redeemable on such date as determined by the board but not later than a period exceeding ten years from the date of allotment which is in accordance with Section 55 of the Companies Act, 2013 read with relevant rules framed there under. The NCRCPs are non-convertible and will be redeemed at premium. |
| (i) | The manner and modes of redemption | The NCRCPs shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules. |
| (j) | The Current Shareholding Pattern of the Company | The shareholding pattern of the Company as on December 31, 2021 is annexed to this Notice. (Annexure A) |
| (k) | The expected dilution in equity share capital upon conversion of preference shares | Not applicable since the NCRCPs are non-convertible. |

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

| | | |
|-----|--|---|
| (a) | Particulars of the offer including date of passing of Board resolution | The Board of Directors of the Company at their Meeting held on 17 th , January 2022 approved the issuance of 903000 NCRCPs to MDI Global India Private Limited on a private placement basis and on such terms and conditions as may be determined by the Board of Directors. |
| (b) | Kinds of securities offered and the price at which security is being offered | The Company proposes to issue cumulative, non-convertible, non-participating redeemable preference shares having a face value of Rs. 10/- each at an issue price of Rs. 325/- (including premium of Rs. 315/- per share). |
| (c) | Basis or justification for the price (including premium, if any) at which the offer or invitation is being made | The NCRCPs will be issued at Rs. 325/- per share. An independent valuation report has been used to arrive at the price. |
| (d) | Name and address of valuer who performed valuation | Mr. Dinesh Kumar Deora Registered Valuer – Securities or Financial Assets IBBI Registration Number IBBI/RV/03/2019/12711 ICSI RVO COP Number ICSIRVO/SFA/73 Add: 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097 |
| (e) | Amount which the company intends to raise by way of such securities | The Company intends to raise upto Rs. 29,34,75,000/- by way of issue of NCRCPs. |
| (f) | the nature of such shares, i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible | Cumulative, Non-participating and Compulsory Redeemable Preference Shares. |



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| (g) | the manner of issue of shares | Private Placement | | | | |
|----------------------------------|--|---|----------------------|---|----------------------------------|-----|
| (h) | the class or classes of persons to whom the allotment is proposed to be made | Indian Body Corporates | | | | |
| (i) | intention of promoters, directors or key managerial personnel to subscribe to the offer | The promoters, directors or key managerial personnel do not intend to subscribe to the offer. | | | | |
| (j) | the proposed time within which the allotment shall be completed | Twelve months from the date of passing of the special resolution | | | | |
| (k) | the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them | <table border="1"> <thead> <tr> <th>Name of the Investor</th> <th>Percentage of Share Capital (on a Fully Diluted Basis including NCRCPs issue)</th> </tr> </thead> <tbody> <tr> <td>MDI Global India Private Limited</td> <td>Nil</td> </tr> </tbody> </table> | Name of the Investor | Percentage of Share Capital (on a Fully Diluted Basis including NCRCPs issue) | MDI Global India Private Limited | Nil |
| Name of the Investor | Percentage of Share Capital (on a Fully Diluted Basis including NCRCPs issue) | | | | | |
| MDI Global India Private Limited | Nil | | | | | |
| (l) | the change in control, if any, in the company that would occur consequent to the preferential offer | Not Applicable | | | | |
| (m) | the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price | None | | | | |
| (n) | the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer | Not Applicable | | | | |
| (o) | The pre-issue and post-issue shareholding pattern of the Company: | Pre-issue (as on 31.12.2021) and post issue shareholding pattern of the Company is annexed to this Notice as Annexure A. | | | | |
| (p) | the terms of issue, including terms and rate of dividend on each share, etc. | It will carry a coupon rate of 12% p.a. and shall be cumulatively compulsory redeemable at the expiry of 10 (Ten) years or early from the date of allotment. | | | | |
| (q) | the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion | Compulsorily Redeemable at the expiry of 10 (ten) years or earlier from the date of allotment. | | | | |
| (r) | the manner and modes of redemption | Compulsorily Redeemable at the expiry of 10 (ten) years or earlier from the date of their issue. | | | | |



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| | | |
|------|---|---|
| (s) | Expected dilution in equity share capital upon conversion of NCRCPs | Not Applicable |
| (t) | Minimum Subscription | Not Applicable |
| (u) | Renunciation of Rights | Renunciation right not applicable since it's a Private Placement |
| (v) | Transferability of the shares | Shall be transferable in accordance with the provisions of the Articles of Association, as amended from time to time. |
| (w) | Payment Terms | The entire issue price shall be paid upfront on Subscription |
| (x) | Variation in terms of shares | Any variation in the terms of the NCRCPs after allotment shall be made in accordance with applicable provisions of the Companies Act, 2013 and Rules framed thereunder and with the consent of NCRCPs holder. |
| (y) | Fractional Shares | Not Applicable |
| (z) | Ranking of equity shares arising on conversion | Not Applicable |
| (aa) | Manner and issue of shares and equity shares on conversion | NCRCPs would be allotted in Demat |
| (bb) | Principle terms of assets charged as securities | The NCRCPs are unsecured and do not carry any charge on the assets of the Company. |
| (cc) | Listing | NCRCPs shall be not listed on any stock exchange |

Other Disclosures:

- Neither the Company nor its directors or promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations.
- None of the promoters or directors of the Company have been declared as a fugitive economic offender.
- Neither the Proposed Allottee nor any member of the promoter group of the Company have sold or transferred any Equity Shares during the last six months.

The Board recommends the **Special Resolution** set forth at Item No. 2 of the Notice for approval of the Members.

None of the Directors and /or the Key Managerial Personnel of the Company and / or their respective relatives is in any way concerned or interested in the aforesaid Special Resolution, save and except to the extent of their directorship / shareholding, if any.

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Opp Laljipada Police Chowki, Kandivali (West), Mumbai 400067Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com**Annexure A****Share Holding Pattern – Pre-Issue (as on 31.12.2021) and Post-Issue**

| Category | Equity | | | | NCRCPs | | | |
|--------------------------------|------------------------------|--------------------|----------------|--------------------|------------------------------|--------------------|---------------|--------------------|
| | Pre-Issue (as on 31.12.2021) | | Post Issue | | Pre-Issue (as on 31.12.2021) | | Post Issue | |
| | No. of Shares | % of Share holding | No. of Shares | % of Share holding | No. of Shares | % of Share holding | No. of Shares | % of Share holding |
| 1) Promoter Holdings | | | | | | | | |
| a. Indian Promoters | 1408960 | 67.22 | 1408960 | 67.22 | 0 | 0.00 | 0 | 0.00 |
| b. Foreign Promoters | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Sub Total | 1408960 | 67.22 | 1408960 | 67.22 | 0 | 0.00 | 0 | 0.00 |
| 2) Non-Promoter Holding | | | | | | | | |
| a. Institutions | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| b. Non-Institutions | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Private Corporate Bodies | 28000 | 1.34 | 28000 | 1.34 | 0 | 0.00 | 903000 | 100.00 |
| Individuals | 659040 | 31.44 | 659040 | 31.44 | 0 | 0.00 | 0 | 0.00 |
| Others | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Sub Total | 687040 | 32.78 | 687040 | 32.78 | 0 | 0.00 | 903000 | 100.00 |
| | | | | | | | | |
| Grand Total | 2096000 | 100.00 | 2096000 | 100.00 | 0 | 0.00 | 903000 | 100.00 |



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Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY.**
2. Pursuant to the provisions of section 105 of the Companies, a person can act as proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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 entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
6. The Notice of the Extra-Ordinary General Meeting (EGM) is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jetinfra.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
8. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Bigshare Services Private Limited in case the shares are held by them in physical form.
9. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
10. The members, if any, which are holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz M/s. Bigshare Services Pvt. Ltd. Those holding shares in dematerialized form may intimate any change in their addresses or bank details/mandates to their Depository Participants (DP) immediately.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.



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12. Members are requested to bring their copy of the EGM Notice. The Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.
13. Ms. Pooja Malkan, Practising Company Secretary (CP No.: 19938), has been appointed as the scrutinizer to scrutinize the voting during EGM and remote e-voting process in a fair and transparent manner.
14. The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
15. The results declared along with the Scrutinizers' Report shall be placed on the Company's website www.jetinfra.com within three days of the passing of the resolutions at the EGM of the Company that will be held on **Friday, February 25, 2022** and communicated to the BSE Ltd. within the prescribed period.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **Friday, 18th February, 2022**.
17. **Instruction for E-Voting and joining EGM are as follows:**

INSTRUCTIONS FOR E-VOTING

1. The voting period begins on **Tuesday, February 22, 2022 at 9.00 a.m. (IST) and ends on Thursday, February 24, 2022 at 5:00 p.m. (IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, 18th February, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

4. 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.



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Tel: +91 22 28676233, Email: info@jetinfra.com Website: www.jetinfra.com

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual** shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| 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 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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</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 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 | <p>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.</p> <p>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/IdeasDirectReq.jsp</p> |



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| | |
|--|---|
| | 3) 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 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. |
| 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. 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. |

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 |
|--|--|
| 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 022- 23058738 and 22-23058542-43. |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

5. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) 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,



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- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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. |

6. After entering these details appropriately, click on "SUBMIT" tab.
7. 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.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. **Facility for Non – Individual Shareholders and Custodians –For Remote Voting.**



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- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 investors@jetinfra.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/ 43.



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ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of Shares held _____

DP ID No. _____

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING (EGM)** of the company held on **Friday, 25th February, 2022 at 10:30 a.m.** at registered office of the Company at Office No.1, E-Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Kandivali West, Mumbai 400067

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copy of EGM Notice.



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PROXY FORM

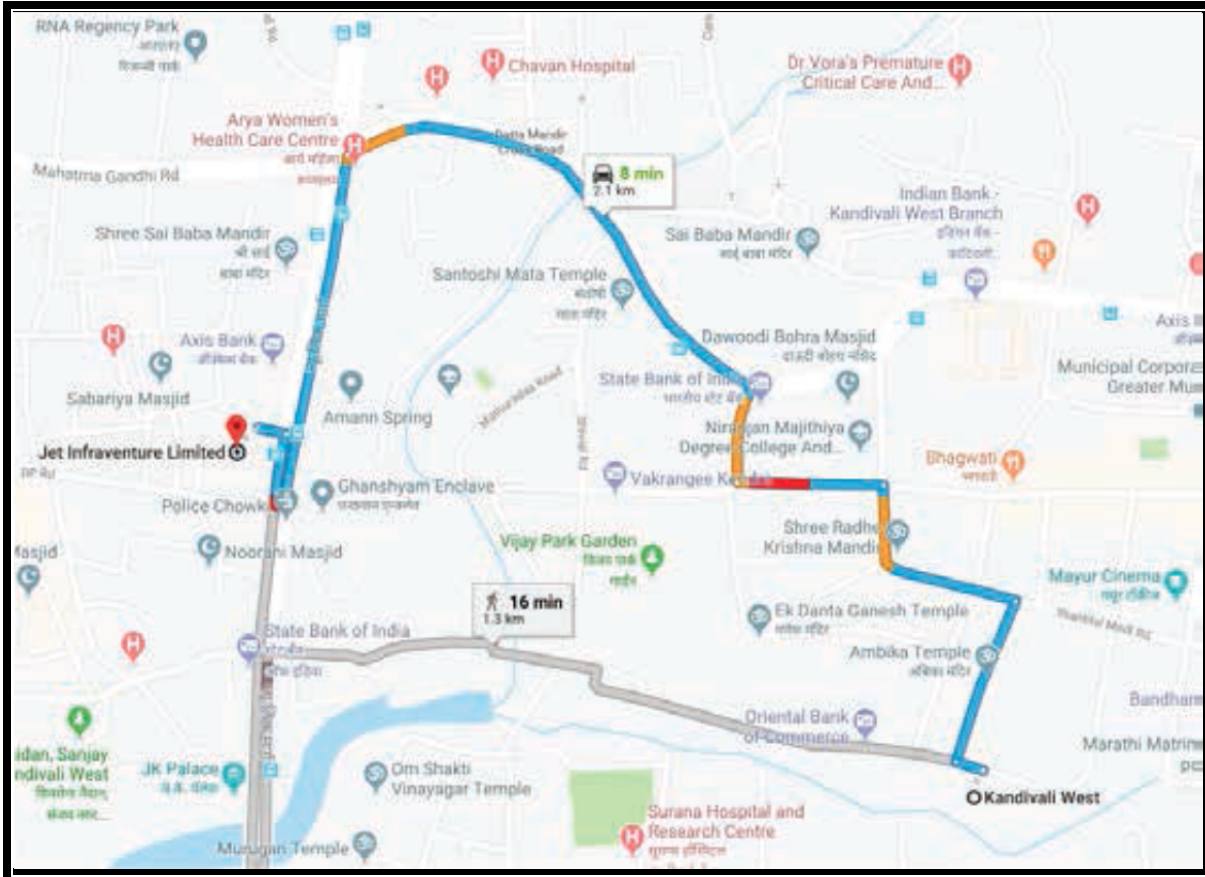
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT. 11

| | |
|------------------------|--|
| Name of the member(s): | |
| Registered address: | |
| E-mail Id: | |
| Folio No/ Client Id: | |
| DP ID: | |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. _____ of _____ having e-mail id. _____, or failing him,
2. _____ of _____ having e-mail id. _____, or failing him,
3. _____ of _____ having e-mail id. _____

Route Map to reach the EGM Venue



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the EGM of the Company, to be held on **Friday, 25th February, 2022 at 10:30 a.m.** at registered office of the Company at Office No.1, E-Wing, 1st Floor, Nandanvan Apartment, Kandivali Link Road, Kandivali West, Mumbai 400067 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated below:

| Sr. No. | Resolutions | For | Against |
|---------|--|-----|---------|
| 1 | Reclassification of the Authorised Share Capital and Consequent Alteration Of Capital Clause In The Memorandum Of Association (Ordinary Resolution) | | |
| 2 | Issue, Offer and Allot 12% Non-Convertible Redeemable Cumulative Preference Shares of the Company to investor on the Private Placement basis (Special Resolution) | | |

Signed this _____ day of _____ 2022

Signature of Shareholder(s): _____

Signature of Proxy holder(s): _____
 (first proxy holder) (second proxy holder) (third proxy holder)

Affix
Revenue
Stamp

Notes

- This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a Member of the Company.
- *3. This is only optional. Please put 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.