



**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](mailto:info@jetinfra.com) Website: [www.jetinfra.com](http://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 Thursday, 6<sup>th</sup> April, 2023 at 10:30 a.m. IST at the registered office of the Company situated at Office No.1, E Wing, 1<sup>st</sup> Floor, Nandanvan Apartment, Kandivali Link Road, Opp. Laljipada Police Chowki, Kandivali (West), Mumbai 400067 to transact the following Special Businesses:

**1. INCREASE IN 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 Section 61 read with Section 64 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or reenactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.3,00,00,000/- (Rupees Three Crores Only) divided into 20,96,000 (Twenty Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- (Rupees Ten) each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each to Rs.5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) divided into 45,96,000 (Forty Five Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

**“V(a)** The Authorized Share Capital of the Company is Rs.5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) consisting of 45,96,000 (Forty Five Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board and / or Company Secretary of the Company be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”



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**2. ISSUE OF BONUS SHARES**

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 Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, the relevant provisions of Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the free reserves and/or the securities premium account and/or the capital redemption reserve account of the Company, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company in consideration of their said holding and whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on the Record date as determined by the Board in the proportion of 1 (One) equity share for every 1 (One) existing equity shares held by the Members as on the Record date.

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid up equity shares of the Company as existing on such date as may be fixed in this regard by the Board.

**RESOLVED FURTHER THAT** the bonus shares so allotted shall subject to the Memorandum of Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees of the bonus equity shares and that the certificate(s) in respect of bonus equity shares shall be completed and thereafter be dispatched to the allottees, except in respect of those allottees who hold shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non-Resident Indians (NRIs), Overseas Citizen of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors of the Company if any will be subject to the approval of the RBI, if applicable and as may be necessary.

**RESOLVED FURTHER THAT** the Board/Committee shall not issue any certificate or coupon in respect of fractional shares, if any, but the total number of such new equity shares representing such fractions shall be allotted by the Board (which expression shall also include Committee thereof) to the nominee(s) to be selected by the Board/Committee, who would hold them as trustee for the members entitled thereto, and sell such equity shares allotted to him at the prevailing market rate and the net sale proceeds of such



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shares after adjusting the cost and expenses in respect thereof be distributed to the members in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board including any Committee of the Board or person authorised by the Board, be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

**3. 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-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



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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 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**

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

**Place: Mumbai  
Date: 09/03/2023**

**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 3 in the accompanying Notice.

**Item No. 1:**

The present Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 20,96,000 (Twenty Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- (Rupees Ten) each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each. In order to facilitate the issue of bonus equity shares and for meeting future requirements, if any, it is proposed to increase the Authorised Share Capital to Rs.5,50,00,000/- (Rupees Five Crore Fifty Lakhs Only) divided into 45,96,000 (Forty Five Lakhs Ninety Six Thousand) Equity Shares of Rs.10/- each and 9,04,000 (Nine Lakhs Four Thousand) Preference Shares of Rs. 10/- (Rupees Ten) each. The increase in the Authorised Share Capital



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as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of Bonus Shares.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors/ Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as an Ordinary Resolution.

**Item No. 2:**

The equity shares of your Company are listed on BSE Limited – SME Platform. With a view to encourage the participation of small investors by making equity shares of the Company affordable, increasing the liquidity of the equity shares and to expand the retail shareholder base, the Board of Directors in its meeting held on 9<sup>th</sup> March, 2023 considered and approved a bonus issue of 1(One) equity share for every 1 (One) existing equity shares held as on a record date to be determined by the Board.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board of Directors will make suitable arrangements to deal with such fractions for the benefit of the eligible Members, including but not limited to, aggregating of such fractions and allotting the total number of new equity shares representing such fractions to a person(s) to be appointed by the Board who would hold them in trust for such Members and shall as soon as possible sell such equity shares at the prevailing market rate and the net sale proceeds of such shares, after adjusting the cost and the expenses in respect thereof, be distributed among such Members.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

Accordingly, resolution of this Notice seek Members' approval for capitalization of the amount standing to the credit of free reserves and/or the securities premium account on the terms and conditions set out in the resolutions.

None of the Directors/ Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolution of this Notice except to the extent of their shareholding.

The Board recommends this resolution as set out in Item no. 2 of the Notice for your approval as an Ordinary Resolution.



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**Item No. 3:**

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.

The Company had taken approval of the members by way of a special resolution in its EGM held on 25/02/2022. However, the Company is yet to issue/allot securities under private placement and proposed period of 12 months for allotment have been elapsed since approval of the members taken, now the company requires to seek fresh approval of members for issue of securities under private placement.

Therefore, 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 903,000 (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.



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(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.
(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, 2022 is annexed to this Notice. <b>(Annexure A)</b>
(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 9 <sup>th</sup> March, 2023 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



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(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.				
(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 31.12.2022) and post issue shareholding pattern of the Company is annexed to this Notice as <b>Annexure A.</b>				
(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 their issue.				



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(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.
(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.

None of the Directors/ Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 3 of the Notice for your approval as a Special Resolution.

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Tel: +91 22 28676233, Email: [info@jetinfra.com](mailto:info@jetinfra.com) Website: [www.jetinfra.com](http://www.jetinfra.com)**Annexure A****Share Holding Pattern as on 31.12.2022 pre-issue and post Issue  
(not considered proposed Bonus Issue 1:1 in post issue)**

Category	Equity				NCRCPs			
	Pre-Issue (as on 31.12.2022)		Post Issue		Pre-Issue (as on 31.12.2022)		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
<b>1) Promoter Holdings</b>								
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
<b>Sub Total</b>	<b>1408960</b>	<b>67.22</b>	<b>1408960</b>	<b>67.22</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>2) Non-Promoter Holding</b>								
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	24000	1.15	24000	1.15	0	0.00	903000	100.00
Individuals	663040	31.63	663040	31.63	0	0.00	0	0.00
Others	0	0.00	0	0.00	0	0.00	0	0.00
<b>Sub Total</b>	<b>687040</b>	<b>32.78</b>	<b>687040</b>	<b>32.78</b>	<b>0</b>	<b>0.00</b>	<b>903000</b>	<b>100.00</b>
<b>Grand Total</b>	<b>2096000</b>	<b>100.00</b>	<b>2096000</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>	<b>903000</b>	<b>100.00</b>

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ONLY 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.



**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](mailto:info@jetinfra.com) Website: [www.jetinfra.com](http://www.jetinfra.com)

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 through electronic mode only to those members whose e-mail addresses are registered with the Company or Registrar & Share Transfer Agent ('RTA') and Depositories as on March 3, 2023. The requirement of sending physical copies of the Notice of EGM has been dispensed with vide MCA Circulars for General Meetings and SEBI Circulars for General Meetings.
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](http://www.jetinfra.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://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 to the Notice.
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.
12. Members are requested to bring their copies 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 48 hours 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
15. Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
16. The results declared along with the Scrutinizers' Report shall be placed on the Company's website [www.jetinfra.com](http://www.jetinfra.com) within 48 hours of the passing of the resolutions at the EGM of the Company that will be held on **Thursday, April 6, 2023** and communicated to the BSE Ltd. within the prescribed period.
17. 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, 31<sup>st</sup> March, 2023**.



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**18. Instruction for E-Voting and joining EGM are as follows:**

1. The voting period begins on **Monday, April 3, 2023 at 9.00 a.m. (IST) and ends on Wednesday, April 5, 2023 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, 31<sup>st</sup> March, 2023** 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.

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



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>



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	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for 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](http://www.evotingindia.com)
  - b) Click on "Shareholders" module.
  - c) Now enter your User ID



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- 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.
- 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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"><li>• 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.</li></ul>
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"><li>• 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.</li></ul>

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.



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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. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
17. **Facility for Non – Individual Shareholders and Custodians –For Remote Voting.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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 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](mailto: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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.



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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 of the company held on Thursday, 6<sup>th</sup> April, 2023 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 copies of the Annual Report to the meeting.



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**PROXY FORM**

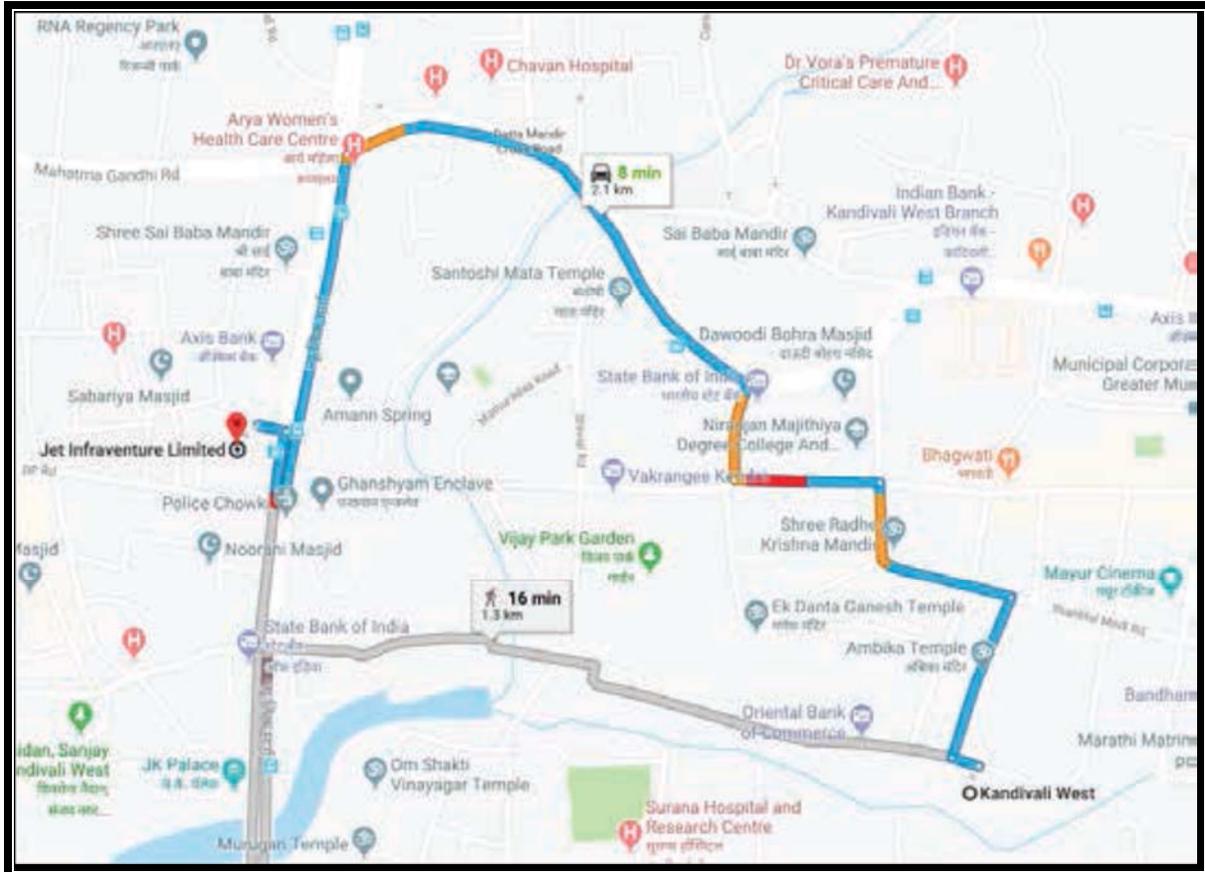
*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT. 11*

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 Extra-Ordinary General Meeting of the Company, to be held on Thursday, 6<sup>th</sup> April, 2023 at 10:30 a.m. at registered office of the Company at Office No.1, E-Wing, 1<sup>st</sup> 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	Increase in Authorised Share Capital and Consequent Alteration Of Capital Clause In The Memorandum Of Association ( <b>Ordinary Resolution</b> )		
2	Approval for the declaration of bonus shares on the fully paid up equity shares of the company ( <b>Ordinary Resolution</b> )		
3	Issue, Offer and Allot 12% Non-Convertible Redeemable Cumulative Preference Shares of the Company to investor on the Private Placement basis ( <b>Special Resolution</b> )		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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.