



JAYANT INFRA TECH LTD.

(Formerly Known as M/s Jayant Infratech Pvt Ltd)

"Mangal Smriti", Bajpai Ground, Tilak Nagar, Bilaspur (C.G.) 495001 India, Tel : 07752-315916

Mobile: +91-7773015688, E-mail : jiplbsp@gmail.com/info@jayantinfra.com

Date: 21.12.2023

To
Listing Compliance Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001

Subject : Submission of proceedings of announcement of resolution passed through postal ballot / e-voting.
Ref : Jayant Infratech Limited (Scrip Code/ISIN: 543544/INE0KR801019)

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting the proceedings of the Postal Ballot.

You are requested to take the same on record.

For Jayant Infratech Limited

Nilesh Jobanputra
Managing Director
DIN: 00188698

Mumbai Branch Office

M/s Jayant Infratech Limited, 2nd Floor, Amrut Niwas, Above Maruti Suzuki Service Center, Santoshi Mata, Road, Near Sai Baba Mandir, Ramdaswadi, Kalyan West, Maharashtra - 421301

GSTIN : 27AAICS4492B1ZA



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DISCLOSURE OF PROCEEDINGS OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT AND THROUGH REMOTE E-VOTING PROCESS BY THE MEMBERS OF JAYANT INFRA TECH LIMITED ON 21.12.2023 AT THE REGISTERED OFFICE

The Board of Directors of the Company at its meeting held on 20.11.2023, had proposed to conduct a Postal Ballot pursuant to Section 108, Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended read with circulars issued by SEBI, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**") and other applicable provisions of the law and regulations for the time being in force, to seek approval of the Member for transacting the special business as set out in the Postal Ballot notice dated 20.11.2023

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all Members as on the Specified date/cut-off date (i.e. [17.11.2023]) and appointed Bigshare Services Private Limited as an agency to provide the e-voting platform. The Company had completed the dispatch of the Postal Ballot Notice to the Members on 20.11.2023, Corrigendum to the Notice of Postal Ballot to the Members on 06.12.2023 and the voting period (physical and e-voting) commenced from **21.11.2023 (9.00 A.M.) and ended on 21.12.2023 (5.00 P.M.)**.

The Board of Directors at its meeting held on 20.11.2023 had appointed Mr. Rohtash Kumar Agrawal (Membership No: 5537 and CoP No:4015) of M/s. Rohtash Agrawal and co., Practicing Company Secretaries, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The deemed date of the passing the resolution is last date of closure of e-voting process i.e. 21.12.2023.

By newspaper advertisement published in the Times of India and Lokswar on 21.11.2023, the Members were informed about the completion of dispatch of Postal Ballot Notice.

After due scrutiny of all the e-voting confirmations received till 21.12.2023, Mr. Rohtash Kumar Agrawal, Scrutinizer submitted his report, and the result was declared on 21.12.2023 at the Registered Office of the Company by the Managing Director of the Company.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

The summary of result of Postal Ballot as per the Scrutinizer's Report in respect of Resolution as set out in the Postal Ballot Notice dated 20.11.2023 is as under:

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ITEM No.1

To consider and approve increase of authorized share capital of the company and consequential amendment in memorandum of association of the company:

"RESOLVED THAT pursuant to the provisions of Section 61, Section 64, and other applicable provisions of the Companies Act, 2013 read with (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from existing Rs.12,00,00,000 (Rupees twelve crores only) divided into 1,20,00,000 (one crores and twenty lakhs) equity shares of Rs.10 (Rupees ten only) each to Rs.15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore and fifty lakhs) shares of Rs.10 (Rupees ten only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

"The Authorized Share Capital of the Company is Rs.15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore and fifty lakhs) shares of Rs.10 (Rupees ten only) each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors and the Company Secretary of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Resolution (1)								
Resolution required: (Ordinary /Special)				Ordinary Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ordinary resolution to consider and approve increase of authorized share capital of the company and consequential amendment in memorandum of association of the company:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100

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Promoter and Promoter Group	E-Voting	6934686	6934686	100.00	6934686	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6934686	6934686	100.00	6934686	0	100.00
Public-Institutions	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		-	0	0	0	0	0
Public-Non-Institutions	E-Voting	2772000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2772000	0	0	0	0	0
Total		9706686	6934686	71.44	6934686	0	100.00	0
Whether resolution is Pass or Not.						Yes		
Disclosure of Notes on Resolution						-		
Details of Invalid Votes								
Category							No. of Votes	
Promoter and Promoter Group							0	
Public Institutions							0	
Public - non-institutions							0	

ITEM No.2

To consider and approve alteration of the articles of association of the company.

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for the addition of the following Article as Article Clause II(8A) to the Articles of Association of the Company:

" Clause II(8A). The Company shall have the power, subject to the provisions of the Act and the guidelines as may be prescribed, to issue share warrants or other securities convertible or nonconvertible into equity shares."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters, and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Special resolution to consider and approve alteration of the articles of association of the company.:				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6934686	6934686	100.00	6934686	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6934686	6934686	100.00	6934686	0	100.00
Public-Institutions	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		-	0	0	0	0	0
Public-Non-Institutions	E-Voting	2772000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2772000	0	0	0	0	0
Total	9706686	6934686	71.44	6934686	0	100.00	0	
Whether resolution is Pass or Not.						Yes		
Disclosure of Notes on Resolution						-		
Details of Invalid Votes								
Category							No. of Votes	
Promoter and Promoter Group							0	
Public Institutions							0	
Public - Non-Institutions							0	

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ITEM No.3

To consider and approve issue of fully convertible warrants on preferential basis.

"**RESOLVED THAT** pursuant to Sections 23(1)(b), section 42, section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended ("**SEBI ICDR Regulations**"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**") and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Ministry of Corporate Affairs, Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, (hereinafter referred to as "**Applicable Regulatory Authorities**") and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange(s), SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s), and which may be agreed to by the Board of Directors of the Company (which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), consent of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to create, offer, issue, and allot on a preferential basis, in one or more tranches, up to 22,22,000 Fully Convertible Warrants (hereinafter referred to as "Warrants") carrying an entitlement to subscribe to an equivalent number of Equity Shares having Face value of Rs.10/- (Rupees Ten Only) each at an issue price of Rs.105.50/- (Rupees one hundred five and fifty paise Only) to the proposed allottees as mentioned below on a preferential basis for cash in such form and manner and in accordance with the provisions of SEBI ICDR Regulations, and at a price being not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations or such higher price determined on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment in accordance with the provisions of SEBI ICDR Regulations, or other applicable laws on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval and consent from the members.

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Sr. No	Name of Allottee	Number of Fully Convertible Warrants	Category of Shareholder
1.	Nikita Hardik Parekh	1,80,000	Non-Promoter/ Public
2.	Hardik Dilip Parekh	1,80,000	Non-Promoter/ Public
3.	Bindu Ashwin Gandhi	90,000	Non-Promoter/ Public
4.	Kaushal Ashwin Gandhi	90,000	Non-Promoter/ Public
5.	Kinjal kaushal Gandhi	90,000	Non-Promoter/ Public
6.	Kaushal Ashwin Gandhi (HUF)	90,000	Non-Promoter/ Public
7.	Nihir Chandrakant Shah	90,000	Non-Promoter/ Public
8.	Evolution Capital Advisory Services Private Limited	14,12,000	Non-Promoter/ Public

RESOLVED FURTHER THAT in accordance with SEBI ICDR Regulations, the "**Relevant Date**" for determination of the floor price of the Warrants to be issued in terms hereof, shall be, 20.11.2023 being the date 30 (Thirty) days prior to date on which resolution is deemed to be passed in accordance with SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants to be allotted under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- Fully Convertible Warrants' subscription price equivalent to 25% of the Warrant price will be payable at the time of subscription of Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the Warrant price of the Equity Shares. Convertible Warrant exercise price equivalent to the 75% of the Warrant price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Warrants;
- The Warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;

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- d) Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- e) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- f) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant Holder to the Company in accordance with the provisions of SEBI (ICDR) Regulations;
- g) The warrant holder(s) shall be entitled to exercise the option of exercising Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;
- h) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Warrants shall lapse, and the amount paid to the Company at the time of subscription of Warrants shall stand forfeited;
- i) Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the Warrants is completed within 15 days from the date of such exercise by the allottee of such Warrants;
- j) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and

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Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing equity shares of the Company;

- k) Apart from the said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company;
- l) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchange(s) where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall *inter-alia* be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants and all such Equity Shares that are being allotted shall rank *pari-passu* with the then existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT Equity Shares having Face value of Rs. 10/- (Rupees Ten) each proposed to be allotted to the Warrant Holders, upon conversion of the Warrants, be listed on the BSE Limited ("**BSE**"), and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of such Equity Shares proposed to be allotted to the Warrant Holder, upon conversion of the Warrants, and for the admission of the Warrants and Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of the Warrants and Equity Shares allotted, upon conversion of the Warrants, to the Warrant Holder's dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as stock exchanges and other appropriate authority may impose at the time of their approval and as agreed to by the Board other appropriate authority may impose at the time of their approval and as agreed to by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable

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and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the Preferential Issue of Warrants and the Equity Shares to be issued upon conversion of the Warrants without being required to seek any further clarification, consent or approval of the members 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 be and is hereby authorized to delegate all or any of the powers herein conferred to its director(s) and/or any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

Resolution (3)								
Resolution required: (Ordinary / Special)				Special Resolution				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Special resolution to consider and approve issue of fully convertible warrants on preferential basis.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3) = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6934686	6934686	100.00	6934686	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		6934686	6934686	100.00	6934686	0	100.00
Public-Institutions	E-Voting	-	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		-	0	0	0	0	0
Public-Non-	E-Voting	2772000	0	0	0	0	0	0
	Poll		0	0	0	0	0	0

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Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total	2772000	0	0	0	0	0	0	
Total		9706686	6934686	71.44	6934686	0	100.00	0	
Whether resolution is Pass or Not.							Yes		
Disclosure of Notes on Resolution							-		
Details of Invalid Votes									
Category							No. of Votes		
Promoter and Promoter Group							0		
Public Institutions							0		
Public - Non-Institutions							0		

For Jayant Infratech Limited

Nilesh Jobanputra
Managing Director
DIN: 00188698

Mumbai Branch Office

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