AJMERA REALTY & INFRA INDIA LTD.
Regd. Office: Citi Mall, Link Road, Andheri (W), Mumbai - 400 053.
Tel.: +91-22-6698 4000 • Email: investors@ajmera.com • Website: www.ajmera.com
CIN : L27104 MH 1985 PLC035659

BUILT ON TRUST

Ref: SEC/ARIIL/BSE-NSE/2026-27 Date: August 26, 2026

To, **The Manager,** **BSE Limited** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Script Code: 513349**	**To,** **The Manager – Listing,** **National Stock Exchange of India Limited** 5th Floor, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai - 400051 **Script Code: AJMERA**

Sub: Notice of 39th Annual General Meeting ("AGM") – Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice along with explanatory statement of 39th AGM of the Company scheduled to be held on Wednesday, 23rd September, 2026 at 4.00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of 39th AGM is made available on the Company's website viz. www.ajmera.com.

Kindly take the above information on your records.

Thanking You,

For AJMERA REALTY & INFRA INDIA LIMITED

REEMA NALIN SOLANKI Digitally signed by REEMA NALIN SOLANKI Date: 2026.08.26 14:23:43 +05'30'

Reema Solanki
Company Secretary & Compliance Officer

Encl. As above

Notice

Dear Member,

NOTICE is hereby given that the Thirty-Ninth Annual General Meeting of Ajmera Realty & Infra India Limited will be held on Wednesday, 23rd September, 2026, at 4.00 P.M. (IST) through video conferencing ("VC") / Other audio-visual means ("OAVM") to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the report of Board of Directors' and Auditors' thereon and (b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with Auditors' Report thereon.

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolutions**:

(a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."

(b) "**RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To declare final dividend on Equity Shares of the Company for the financial year ended 31st March, 2026.

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

"**RESOLVED THAT** dividend at the rate of ₹1/- per equity share of ₹2/- (Rupees Two only) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2026 and the same be paid out of the profits of the Company."

3. To appoint a director in place of Mr. Manoj I. Ajmera (DIN: 00013728), who retires by rotation and being eligible, offers himself for re-appointment.

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

"**RESOLVED THAT** in accordance with the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Manoj I. Ajmera (DIN: 00013728), who retires by rotation at this meeting and being eligible, had offered himself for re-appointment, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Manoj I. Ajmera (DIN: 00013728), as Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 ("Act") and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company (the "Board"), the consent of the Members be and is hereby accorded for the re-appointment of Mr. Manoj I. Ajmera (DIN: 00013728) as Managing Director of the Company, liable to retire by rotation, for a further period of 3 (three) years w.e.f. 24th April, 2027 to 23rd April, 2030.

RESOLVED FURTHER THAT the terms and conditions of remuneration payable to Mr. Manoj I. Ajmera be and is hereby approved for a period of 3 years as set out in the Explanatory Statement annexed to the Notice, with the authority to the Board of Directors (hereinafter referred to as the "Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board) of the Company from time to time and to revise the terms and conditions with respect to his remuneration on recommendation of Nomination and Remuneration Committee and approval of Audit Committee within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Manoj I. Ajmera, as Managing Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. To approve the re-appointment of Mr. Sanjay C. Ajmera (DIN: 00012496), as Whole-time Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (Act) and relevant rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or reenactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company (the "Board"), the consent of the Members be and is hereby accorded for the re-appointment of Mr. Sanjay C. Ajmera (DIN: 00012496) as Whole - time Director of the Company, liable to retire by rotation, for a further period of 3 (three) years w.e.f. 24th April, 2027 to 23rd April 2030.

RESOLVED FURTHER THAT the terms and conditions of remuneration payable to Mr. Sanjay C. Ajmera be and is hereby approved for a period of 3 years as set out in the Explanatory Statement annexed to the Notice, with the authority to the Board of Directors (hereinafter referred to as the "Board," which term shall be deemed to include any Committee constituted or to be constituted by the Board) of the Company from time to time and to revise the terms and conditions with respect to his remuneration on recommendation of Nomination and Remuneration Committee and approval of Audit Committee within the limits provided in the said Schedule V or any amendment thereto for the time being in force.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Sanjay C. Ajmera, as Whole-time Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

6. To approve the revision in remuneration of Mr. Rajnikant S. Ajmera, Chairman & Managing Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to all other sanctions, approvals and permissions, as may be required, the consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Mr. Rajnikant S. Ajmera (DIN: 00010833), Chairman & Managing Director of the Company w.e.f. 1st August, 2026, for the remaining period of his current tenure.

RESOLVED FURTHER THAT the revised remuneration, whether paid as salary, allowances, perquisites, bonuses, or any combination thereof, shall be in accordance with the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, and the Board of Directors (which shall include the Nomination and Remuneration Committee) be and is hereby authorized to add, alter, or vary the terms and conditions of the said remuneration within the maximum ceiling as approved and in accordance with the provisions of the Act.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Rajnikant S. Ajmera as Managing Director, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. To approve the appointment of Mr. Dhaval R. Ajmera as Senior Management Personnel designated as Director- Corporate Affairs of the Company:

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of Nomination & Remuneration Committee and as approved by the Audit Committee and the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Dhaval R. Ajmera being a relative of the Chairman & Managing Director of the Company, to hold an office or place of profit in the Company as Senior Management Personnel designated as Director – Corporate Affairs with effect from 1st October, 2026 at a gross remuneration of Rs. 2 Crore per annum up to maximum of Rs. 2.5 Crore per annum, including other terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, which shall be deemed to form part of this Resolution, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of his appointment and remuneration from time to time, within the limits approved by the Members and subject to the provisions of the Companies Act, 2013 and such other approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

8. To ratify the Cost Auditor's Remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), as approved by the Board of Directors of the Company, the remuneration amounting to ₹1,02,500/- (Rupees One Lakh Two Thousand Five Hundred only) each year plus Goods and Services Tax (GST) as applicable and out of pocket expenses, payable M/s. D. R. Mathuria & Co, Cost Accountants, Mumbai (Firm Registration Number- 002606), the Cost Auditors who were appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for its product for the financial year ending 31st March, 2027, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution and settle any question or difficulties in connection herewith and incidental thereto."

By Order of the Board of Directors
For **Ajmera Realty & Infra India Limited**

Sd/-
Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833

Place: Mumbai
Date: 4th August, 2026

Registered Office:
2nd Floor, "Citi Mall", New Link Road,
Andheri (W), Mumbai- 400053
E-mail: investors@ajmera.com
CIN: L27104MH1985PLC035659

Notes:

1. The Ministry of Corporate Affairs ("MCA") permitted holding of the AGM through VC/OAVM, without physical presence of the Members at a common venue. In compliance with the MCA Circulars, AGM of the Company is being held through VC/OAVM. [General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated 5th May, 2020 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd September, 2025 in relation to "Clarification on holding of AGM through VC/ OAVM, collectively referred to as "MCA Circulars"]. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI Listing Regulations and MCA Circulars, the 39th AGM of the Company is being held through VC / OAVM on Wednesday 23rd September, 2026 at 4.00 P.M. The deemed venue for the AGM will be the Registered Office of the Company i.e. 2nd Floor, Citi Mall, New Link Road Andheri (W) Mumbai - 400 053.

2. The Explanatory Statement setting out the material facts concerning the business under Item Nos. 4 to 8 of the Notice is annexed hereto [Section 102 of the Companies Act, 2013 ("Act")].

   Further, the relevant details, as set out under Item Nos. 3, 4, 5 and 6 with respect to Directors at this AGM is also provided as **Annexure I** [Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI")].

3. The Notice of the AGM along with the Integrated Annual Report for the Financial year ("FY") 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or National Securities Depository Limited ("NSDL") / Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')/Registrar to an Issue and Share Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same.

   The Notice and Integrated Annual Report FY 2025-26 is available on the following websites a) Company's website at https://ajmera.com/annual-reports/ b) BSE Limited at www.bseindia.com c) National Stock Exchange of India Limited at www.nseindia.com and d) NSDL at https://www.evoting.nsdl.com/.

4. 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 the Company's RTA in case the shares are held by them in physical form.

5. Members whose e-mail IDs are not registered with the Company / RTA or Depository Participants may register the same on or before 5.00 p.m. (IST) on 16th September, 2026 to receive Notice of this AGM and Annual Report for FY 2025-26:

   Click on the URL: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html and select 'Ajmera Realty & Infra India Limited' from the drop down.

   a) Enter DP ID and Client ID (for shares held in electronic form) / Folio No. and Certificate No. (for shares held in physical form), Shareholder name, PAN, Mobile No. and e-mail ID. Then click on 'Continue' button.

   b) Enter the system generated One Time Password ("OTP") received on Mobile No. and e-mail ID, then click on "Submit" button. The request ID will be generated. E-mail ID registered is for limited purpose of sending the Notice and the Integrated Annual Report FY 2025-26.

   Email address registered through the above process is for limited purpose of sending Notice of the AGM along with Integrated Annual Report for FY 2025-26.

6. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail to hpsanghvico@gmail.com with a copy marked to evoting@nsdl.com. Institutional Members / Corporate Members can also upload their Board Resolution / Power of Attorney / Authority Letter, by clicking on "Upload Board Resolution / Authority letter", etc. displayed under 'e-Voting' tab in their Login.

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on 16th September, 2026 (cut-off date) will be entitled to vote at the AGM.

10. The Board of Directors at its meeting held on 25th May, 2026, has recommended a Final Dividend of ₹1/- per equity share for face value of ₹2/- per equity share. The Record Date fixed for determining entitlement of Members to final dividend for the financial year ended 31st March, 2026, if approved at the AGM, is 16th September, 2026.

11. The dividend of is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or before 22nd October, 2026. as under:

    a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the Depositories, as of close of business hours on 16th September, 2026; and

    b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on 16th September, 2026.

12. With effect from18th November, 2025, dividends shall be processed only in electronic mode, and payment through dividend warrants or cheques has been discontinued. Such payment shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular no. SEBI/HO/38/13/(4)2026-MIRSDPOD/ I/4298/2026 dated 6th February, 2026 read with SEBI Listing Regulations]

13. For the prescribed rates for various categories, please refer to the Income Tax Act, 2025 and the Finance Acts of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company / RTA (if shares are held in physical mode).

    To avail exemption of TDS, shareholders are requested to submit required documents / declaration by e-mail to investors@ajmera.com or upload the documents on https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html by 11.59 p.m. (IST) on 11th September, 2026. Members may also refer the e-mail sent to their registered e-mail ID for more details on submission of exemption documents.

Category of Shareholder	**Document(s) to be submitted/ uploaded**
Resident individual shareholders with PAN* and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax	Form 121 (erstwhile Form 15G or Form 15H)
Non-resident shareholders [including Foreign Portfolio Investors (FPIs)] who can avail beneficial rates under tax treaty between India and their country of tax residence	i. No Permanent Establishment Declaration ii. Beneficial Ownership Declaration iii. Tax Residency Certificate iv. Copy of electronically filed Form 10F v. Any other document which may be required

**If PAN is not correct/invalid/inoperative then tax will be deducted at higher rates and credit of TDS will not be available. [Section 397 of the Income Tax Act, 2025]*

14. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

15. The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and / or shares available on www.mca.gov.in.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details, bank account number, MICR code, IFSC, etc.

a. For shares held in electronic form: to their DPs.

b. Shares held in physical form: to the Company/ RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/ SECFATF/P/CIR/2023/169 dated 12th October, 2023 read with SEBI Master Circular No. HO/38/13/ (4)2026-MIRSDPOD/I/4298/2026 dated 6th February, 2026]

The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. *[Section 72 of the Act]*

If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https://ajmera.com/forms/. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.

17. SEBI has mandated the Listed Companies to process service requests# for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at https://ajmera.com/forms/ and RTA at https://in.mpms.mufg.com/. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024]

With effect from 2nd April, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation (LOC) by the Company / RTA while processing service request#. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I /4298/2026 dated 6th February, 2026]

#Request for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition.

Transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company / RTA for assistance in this regard. [Regulation 40(1) of the SEBI Listing Regulations]

18. SEBI has simplified the process and reduced the documentation requirements for issuance of duplicate share certificate. Duplicate Shares will be issued only in dematerialized form. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026]

Documents* for issuance of Duplicate Share Certificate

Value up to ₹10,000	Value above ₹10,000 and up to ₹10 Lakh	Value above ₹10 Lakh
Undertaking on plain paper (no notarisation required)	Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value	• Affidavit-cum-Indemnity bond on a non-judicial stamp paper of appropriate value • FIR / Police Complaint

*In addition to the aforesaid documents, please refer website of RTA at https://web.in.mpms.mufg.com/faq.html for the requirement of other relevant documents.

19. A special window, as per mandate of SEBI, is available till 4th February, 2027, to facilitate lodgement of transfer requests executed before 1st April, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before 4th February, 2027 to Company / RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lock-in, during which they cannot be transferred, lien-marked, or pledged. [SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/ I/4298/2026 dated 6th February, 2026]

20. Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated share certificate will be issued in dematerialized form only.

21. Members seeking any information with regard to the financial statements or any other matters to be placed at the AGM are requested to write to the Company on investors@ajmera.com latest by 18th September, 2026 from their registered e-mail ID, mentioning their name, DP ID and Client ID / Folio No. The same will be replied by the Company suitably.

22. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM. Members seeking to inspect such documents can send an e-mail to investors@ajmera.com.

23. SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is https://smartodr.in/login. [SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026]

24. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

25. SEBI has introduced DigiLocker as a Digital Public Infrastructure to reduce unclaimed securities in the Indian Securities Market. DigiLocker is digital documents wallet of Government of India facilitating investors to securely store and access Issued Documents, demat holdings etc., along with a facility to appoint a nominee to their DigiLocker account. In the event of the investor's demise, such nominee(s) will be provided access to the digital information of the deceased investor to initiate the process of transmission of deceased investor's financial assets or to pass the information to surviving joint holder or to legal heirs. [SEBI Circular No. SEBI/HO/OIAE/OIAE_IAD-3/ P/CIR/2025/32 dated 19th March, 2025].

26. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. [Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to "e-voting Facility Provided by Listed Entities"]

27. The remote e-voting period commences on **20th September, 2026 from 9.00 a.m. (IST) and ends on 22nd September, 2026 till 5.00 p.m. (IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on16th September, 2026, i.e. cut-off date, may cast their vote electronically.

    The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from 20th September, 2026 to 22nd September, 2026 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

28. Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

29 The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

30. The Board of Directors has appointed Mr. Haresh Sanghavi (Membership No. FCS 2259) Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

31. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote.

32. In case of individual shareholders holding securities in dematerialized mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned under "Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in dematerialized mode."

<u>The Instructions for Members for Remote E-Voting and Joining General Meeting are as under: -</u>

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 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 DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider** *i.e.* **NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https:// eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider** *i.e.* **NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (*i.e.* your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider** *i.e.* **NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience**.** **NSDL Mobile App is available on :** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider *i.e.* NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices *i.e.* IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 *i.e.* Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 133755 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment *i.e.* a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**

      (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options *i.e.* assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms Pallavi Mhatre, Senior Manager, NSDL) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@ajmera.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@ajmera.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After

successful login, you can see link of "VC/ OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company, will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@ajmera.com before 5:00 p.m. (IST) 18th September, 2026. The same will be replied by the company suitably.

6. Members who would like to express their views/ ask questions during the AGM may register themselves as a speaker by sending their request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to investors@ajmera.com on or before 18th September, 2026. Those Members who have registered themselves as Speakers will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.

2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website https://ajmera.com/annual-reports/ and on the website of NSDL https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

By Order of the Board of Directors
of **Ajmera Realty & Infra India Limited**

Sd/-
Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833

Place: Mumbai
Date: 4th August, 2026

Registered Office:
2nd Floor, "Citi Mall", New Link Road,
Andheri (W), Mumbai- 400053
E-mail: investors@ajmera.com
CIN: L27104MH1985PLC035659

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 8 of the accompanying Notice dated 4th August, 2026.

Item No. 4

Mr. Manoj I. Ajmera plays a pivotal role in overseeing strategic planning, fundraising, and monitoring the overall growth and development of the Ajmera Group. With rich experience spanning 44 years, coupled with his pragmatic decision-making abilities, Mr. Manoj I. Ajmera has played a crucial role in the evolution of our Company. He efficiently deals with legal matters related to various projects and has contributed tremendously towards the development of projects, including Shanti Nagar at Mira Road, Thane district.

Further, the current tenure of Mr. Manoj I. Ajmera as Managing Director is expiring on 24th April, 2027 and as recommended by the Nomination and Remuneration Committee and approved by Audit Committee of the Company, the Board of Directors of the Company has approved his re-appointment for a further period of 3 (three) years w.e.f. 24th April, 2027 to 23rd April, 2030, liable to retire by rotation, on following terms and conditions:

1. **Basic Salary per Month:**

   Minimum of Rs. 42,00,000/- w.e.f. 24th April, 2027, up to a maximum of Rs. 55,00,000/-.

2. **Perquisites & allowances:**

   Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), insurances cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Managing Director such perquisites and allowances will, however, be subject to a maximum of 40% of the annual basic salary.

   Benefits under the Provident Fund Scheme, the Company's Pension / Super Annuation Fund Scheme, Gratuity payable in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 2025.

   For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated in accordance with the applicable provisions of the Income-tax Act, 2025 and the rules made thereunder and, wherever applicable, the Code on Wages, 2019, and the rules made thereunder. In the absence of any applicable provisions or rules governing such valuation, such perquisites and allowances shall be evaluated at actual cost.

3. **Reimbursement of expenses:**

   Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including for family member(s); and provision of cars for use on the Company's business and telephone expenses at residence (including payments for local calls and long-distance calls) shall be reimbursed at actuals and not considered as perquisites.

The above remuneration is to be paid as minimum remuneration in absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board is of the opinion that the re-appointment of Mr. Manoj I. Ajmera as Managing Director for a period of 3 years i.e. w.e.f. 24th April, 2027 to 23rd April, 2030 is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members of the Company.

Other relevant details, as required by the Act, the SEBI Listing Regulations and Secretarial Standard-2 are provided in Annexure – 1 forming part of this Notice.

Except Mr. Manoj I. Ajmera, Managing Director, being the appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Mr. Sanjay C. Ajmera has been actively involved in the Group for almost 35 years. His expertise lies in business development, while he works diligently in liaison with government and municipal authorities. He plays a leading role in the development and construction of projects in Pune. He is also associated with redevelopment projects undertaken by the Group. Mr. Sanjay C. Ajmera's practical approach and pleasing personality continue to contribute to the success of various prestigious projects across India.

Further, the current tenure of Mr. Sanjay C. Ajmera as Whole - time Director is expiring on 24th April, 2027 and as recommended by the Nomination and Remuneration Committee and approved by Audit Committee of the Company, the Board of Directors of the Company has approved his re-appointment for a further period of 3 (three) years w.e.f. 24th April, 2027 to 23rd April, 2030, liable to retire by rotation, on following terms and conditions:

1. **Basic Salary per Month:**

   Minimum of Rs. 20,00,000/- w.e.f. 24th April, 2027, up to a maximum of Rs. 24,00,000/-.

2. **Perquisites & allowances:**

   Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), insurances cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Whole-time Director such perquisites and allowances will, however, be subject to a maximum of 40% of the annual basic salary.

   Benefits under the Provident Fund Scheme, the Company's Pension / Super Annuation Fund Scheme, Gratuity payable in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 2025.

   For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated in accordance with the applicable provisions of the Income-tax Act, 2025 and the rules made thereunder and, wherever applicable, the Code on Wages, 2019, and the rules made thereunder. In the absence of any applicable provisions or rules governing such valuation, such perquisites and allowances shall be evaluated at actual cost.

3. **Reimbursement of expenses:**

   Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including for family member(s); and provision of cars for use on the Company's business and telephone expenses at residence (including payments for local calls and long-distance calls) shall be reimbursed at actuals and not considered as perquisites.

The above remuneration is to be paid as minimum remuneration in absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

The Board is of the opinion that the re-appointment of Mr. Sanjay C. Ajmera as Whole - time Director for a period of 3 years i.e. w.e.f. 24th April, 2027 to 23rd April, 2030 is in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members of the Company.

Other relevant details, as required by the Act, the SEBI Listing Regulations and Secretarial Standard-2 are provided in Annexure – 1 forming part of this Notice.

Except Mr. Sanjay C. Ajmera, Whole - time Director, being the appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

The remuneration of Mr. Rajnikant S. Ajmera, Chairman & Managing Director, was previously approved by the shareholders through a resolution passed on 9th August, 2024. However, in view of his leadership contributions, industry knowledge and evolving business responsibilities, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and as approved by the Audit Committee, has approved a revised remuneration structure for Mr. Rajnikant S. Ajmera, Chairman & Managing Director w.e.f. 1st August, 2026 for remaining period of his tenure as Chairman & Managing Director of the Company.

The details of revised remuneration payable to him for remaining period of his tenure are as follows:

1. **Basic Salary per Month:**

   Minimum of Rs. 48,00,000/- w.e.f. 1st August, 2026, up to a maximum of Rs. 60,00,000/-.

2. **Perquisites & allowances:**

   Perquisites will be allowed in addition to salary and commission and will include accommodation (furnished or otherwise) or house rent allowance together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings and repairs and all other expenses for the upkeep and maintenance thereof; medical reimbursement on actual basis for self and family members (which shall include spouse, dependent children), club fees (other than initial Registration / admission Fees and subject to a maximum of two Clubs), insurances cover as per the Company's service Rules, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Chairman & Managing Director such perquisites and allowances will, however, be subject to a maximum of 40% of the annual salary.

Benefits under the Provident Fund Scheme, the Company's Pension / Super Annuation Fund Scheme, Gratuity payable in accordance with the Company's rules and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 2025.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated in accordance with the applicable provisions of the Income-tax Act, 2025 and the rules made thereunder and, wherever applicable, the Code on Wages, 2019, and the rules made thereunder. In the absence of any applicable provisions or rules governing such valuation, such perquisites and allowances shall be evaluated at actual cost.

3. **Reimbursement of expenses:**

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips, any medical assistance provided including for family member(s); and provision of cars for use on the Company's business and telephone expenses at residence (including payments for local calls and long-distance calls) shall be reimbursed at actuals and not considered as perquisites.

The Board considers that the increase in remuneration of Mr. Rajnikant S. Ajmera for remaining period of his current tenure is commensurate to the industry standards and accordingly, recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members of the Company.

Other relevant details, as required by the Act, the SEBI Listing Regulations and Secretarial Standard-2 are provided in Annexure – 1 forming part of this Notice.

Except Mr. Rajnikant S. Ajmera, Chairman & Managing Director, being an appointee and his relatives, none of the other Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 7

Mr. Dhaval R. Ajmera holds an MBA in Finance from Cardiff University, UK, and has been associated with the Ajmera Group for several years, playing a key role in its strategic growth and expansion. He is currently serving as Director - Corporate Affairs at Jolly Brothers Private Limited, Wholly owned subsidiary of the Company. He is responsible for the Company's strategic planning, business development, liaisoning, investor relations, public relations, marketing and sales, and has been instrumental in delivering several landmark residential and commercial developments across India while expanding the Group's international presence. He also serves as the Honorary Vice President of CREDAI National and CREDAI-MCHI and actively contributes to policy initiatives for the real estate sector. With his extensive industry experience, strategic vision and leadership, Mr. Ajmera has significantly contributed to the Company's growth, sustainability initiatives and long-term value creation.

Mr. Dhaval R. Ajmera is the son of Mr. Rajnikant S. Ajmera (DIN: 00010833), Chairman & Managing Director of the Company, and is therefore a "relative" and a "related party" within the meaning of Sections 2(77) and 2(76) of the Companies Act, 2013 ("the Act"), respectively, and Regulation 2(1)(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on 4th August, 2026, approved the appointment of Mr. Dhaval R. Ajmera as Senior Management Personnel designated Director – Corporate Affairs of the Company with effect from 1st October, 2026, subject to the approval of the shareholders.

Accordingly, his appointment to an office or place of profit in the Company falls within the purview of Section 188(1)(f) of the Act. Further, the proposed appointment constitutes a Related Party Transaction under Regulation 23 read with Regulation 2(1)(zc) of the SEBI Listing Regulations. Accordingly, approval of the shareholders is being sought by way of an Ordinary Resolution under the provisions of the Act and SEBI Listing Regulations.

The gross remuneration payable to Mr. Dhaval Ajmera shall be Rs. 2 Crore per annum up to maximum of

Rs. 2.5 Crore per annum., as may be determined by the Board of Directors from time to time in accordance with the terms of his appointment.

Disclosures pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules,= 2014 are as follows -

(a)	**Name of the related party**	**Mr. Dhaval Ajmera**
(b)	Name of the director or key managerial personnel who is related, if any	Mr. Rajnikant Ajmera (DIN: 00010833), Chairman & Managing Director of the Company.
(c)	Nature of relationship	Mr. Dhaval Ajmera is the son of Mr. Rajnikant S. Ajmera and is covered under the definition of "related party" and "relative" under Sections 2(76) and 2(77) of the Act and Regulation 2(1)(zc) of the SEBI Listing Regulations.
(d)	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment of Mr. Dhaval Ajmera as Senior Managerial Personnel designated as Director – Corporate Affairs of the Company with effect from 1st October, 2026, at a remuneration in the range of ₹2 Crores to ₹2.5 Crores per annum, as may be approved by the Board from time to time. The other terms and conditions governing his appointment and remuneration shall be as per the copy of the draft appointment letter.
(e)	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

Except Mr. Rajnikant Ajmera and his relatives, if any, none of the other Directors or Key Managerial Personnel of the Company or their relative(s), , are, in any way, concerned or interested financially or otherwise, in this resolution.

Item No. 8

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, the Board of Director of the Company, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. D. R. Mathuria & Co, Cost Accountants, Mumbai (Firm Registration Number- 002606) as the Cost Auditors of the Company to conduct audit of cost records of the Company for the Financial Year ending 31st March. 2026 at a remuneration of ₹1,02,500/- (Rupees One Lakh Two Thousand Five Hundred only) plus applicable taxes and the reimbursement of out-of-pocket expenses, if any.

M/s. D. R. Mathuria & Co, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit.

The remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company. Accordingly, consent of Members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditors for the financial year ending on 31st March, 2027.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relative(s) are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors
of **Ajmera Realty & Infra India Limited**

Sd/-
Rajnikant S. Ajmera
Chairman & Managing Director
DIN: 00010833

Place: Mumbai
Date: 4th August, 2026

Registered Office:
2nd Floor, "Citi Mall", New Link Road,
Andheri (W), Mumbai- 400053
E-mail: investors@ajmera.com
CIN: L27104MH1985PLC035659

Annexures I

Disclosure relating to Directors pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) are given hereunder for items No. 3, 4, 5 & 6:

Name of the Directors/ Particulars	**Mr. Manoj I. Ajmera (Managing Director)**	**Mr. Sanjay C. Ajmera (Whole – time Director)**	**Mr. Rajnikant S. Ajmera (Chairman & Managing Director)**
Director Identification Number (DIN)	00013728	00012496	00010833
Date of Birth (Age in years)	31st May, 1962 – 64 years	20th November, 1966 - 60 years	6th March, 1953 – 73 years
Date of First Appointment	24th April, 2012	24th April, 2012	6th October, 1986
Expertise in specific functional area (Experience in years)	Extensive expertise in strategic planning, fundraising and project development. With over 44 years of industry experience.	Core expertise in business development, liaison with government and municipal authorities, and project execution. With nearly 35 years of experience in the real estate sector.	Over 51 years of experience in the real estate and construction industry, with expertise in land development, construction and development of residential projects.
Qualifications	Graduate	MBA	Civil Engineer
Brief Profile	Mr. Manoj I. Ajmera plays a pivotal role in overseeing the strategic planning, fundraising, and monitoring the overall growth and development of the Ajmera Group. With rich experience spanning 44 years, coupled with his pragmatic decision-making abilities, Mr. Manoj I. Ajmera has played a crucial role in the evolution of our Company. He efficiently oversees legal matters related to various projects and has contributed tremendously towards the development of projects, including Shanti Nagar at Mira Road, Thane district.	Mr. Sanjay C. Ajmera has been actively involved in the Group for almost 35 years. His expertise lies in business development, while he works diligently in liaison with government and municipal authorities. He plays a leading role in the development and construction of projects in Pune. He is also associated with redevelopment projects undertaken by the Group. Mr. Sanjay C. Ajmera's practical approach and pleasing personality continue to contribute to the success of various prestigious projects across India.	Shri Rajnikant S. Ajmera, a Civil Engineer by profession, is the Chairman and Managing Director of the Company and has extensive experience in the construction and real estate industry. He has played a significant role in the growth and development of the Ajmera Group, with expertise spanning residential and commercial real estate development. He has been actively associated with various industry bodies and has served as President of MCHI (Maharashtra Chamber of Housing Industry) and Vice President and President of CREDAI (Confederation of Real Estate Developers Associations of India), contributing to the development and betterment of the construction industry. He has also served as President of CORSMA (Cold Rolled Steel Manufacturers Association of India) and played a significant role in obtaining ISO 9000-2000 certification for the Ajmera Group. He is currently a Core Committee Member of the Conciliation Forum of MahaRERA and an Advisory Council Member of NMIMS's PDGM-RECM. He was conferred the Lifetime Achievement Award at the 11th Realty+ Excellence Awards 2019.

Number of shares held in the Company			
By self:	1,70,000 Equity Shares	1,07,000 Equity Shares	NIL
Beneficial owner:	1,29,21,730 Equity Shares (As Trustee and Beneficiary of ARIIL Trust)	1,22,36,490 Equity Shares (Beneficiary of ARIIL Trust)	1,87,46,860 Equity Shares (As Trustee and Beneficiary of ARIIL Trust)
List of other Companies in which Directorship held	**Listed Companies: NIL** Unlisted Companies: a. New Horizon Acres Private Limited b. I-Land Sports Academy c. Ishwarbhai & Bhogibhai Ajmera Foundation d. Radha Raman Dev Ventures Private Limited e. Ajmera Realcon Private Limited f. Troika Estates Private Limited g. Amisha Buildcon Private Limited h. Ajmera Habitat Private Limited i. Shree Yogi Realcon Private Limited j. Ajmera Realty Ventures Private Limited k. AG Estates Limited l. Jolly Brothers Private Limited m. Ajmera Realtech Private Limited	**Listed Companies: Nil** Unlisted Companies: a. P.S.M. Cold Storage and Warehouse Private Limited b. Radha Raman Dev Ventures Private Limited c. Sankalpa Holdings Pvt Ltd d. Prudential Leasing Ltd e. Shree Yogi Realcon Private Limited f. Rush Ink and Consumable Private Limited g. Jolly Brothers Private Limited h. Pranam Hospitalities and Services Private Limited	**Listed Companies: Nil** Unlisted Companies: a. Jolly Brothers Private Limited b. AG Estates Limited c. Ajmera Realty Ventures Private Limited d. Shree Yogi Realcon Private Limited e. Ajmera Realcon Private Limited f. Radha Raman Dev Ventures Private Limited g. Ajmera Clean Green Energy Limited h. Ajmera Estates (Karnataka) Private Limited i. Nilkanth Tech Park Construction Private Limited j. Troika Estates Private Limited k. Ajmera Builders (Bangalore) Private Limited
List of listed entities from which resigned in the past three years	NIL	NIL	NIL
Chairman/Member of the Committees of the Board across all other Public Companies in which he is a Director (including listed entities form which resigned in the past three years)	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se and other Key Managerial Personnel.	None	None	None

Terms and Conditions of ~~appointment~~ / re-appointment	Re-appointed as Managing Director of the Company for a further term of 3 years with effect from 24th April, 2027 on the terms and conditions as mentioned in the Explanatory Statement annexed to this Notice.	Re-appointed as Whole – time Director of the Company for a further term of 3 years with effect from 24th April, 2027 on the terms and conditions as mentioned in the Explanatory Statement annexed to this Notice.	Remuneration details are provided in the explanatory statement herein above.
Remuneration sought to be paid	The remuneration sought to be paid has been detailed in the Explanatory Statement pertaining to Resolution No. 4 provided hereinabove.	The remuneration sought to be paid has been detailed in the Explanatory Statement pertaining to Resolution No. 5 provided hereinabove.	The revision in remuneration sought to be paid has been detailed in the Explanatory Statement pertaining to Resolution No. 6 provided hereinabove.
Remuneration Last drawn	154.47 Lakhs including all perquisites	57.94 Lakhs including all perquisites	238.77 Lakhs including all perquisites
Number of Board Meetings attended during the financial year 2025-26	5 (Five)	4 (Four)	5 (Five)

Notes