AADHARSHILA INFRATECH PRIVATE LIMITED

2nd June 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400001
Scrip Code: 975430

Subject: Intimation in terms of Regulation 50(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Dear Sir,

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of Extra-ordinary General Meeting of the Members of the Company scheduled to be held on Thursday, 4th June 2026.

Kindly take the above information on record.

Thanking you,

Yours sincerely,

For Aadharshila Infratech Private Limited

DEEPALI MUNDRA Digitally signed by DEEPALI MUNDRA Date: 2026.06.02 14:33:17 +05'30'

Deepali Mundra
Company Secretary
ICSI Membership No. ACS66853

Encl: As above

Notice of Extra-ordinary General Meeting

Notice (shorter) is hereby given that an Extra-ordinary General Meeting **("EGM")** of the members of Aadharshila Infratech Private Limited (the "**Company**") will be held on Thursday, 04th June, 2026 at 5:00PM at SP-862-863, IV Phase Boranada Industrial Area, Jodhpur, Rajasthan-342012 to transact the following business:

Special Business

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

1. **Authorization for issuance of Non-Convertible Debentures:**

"**RESOLVED THAT** pursuant to the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including the second proviso thereto) and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including Regulation 50A thereof) ("**SEBI NCS Regulations**"), the master circular for issue and listing of non-convertible securities dated October 15, 2025 ("**SEBI NCS Master Circular**") and other applicable SEBI regulations, circulars and guidelines, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("**Board**"), for making offer(s) or invitation(s) to subscribe to Rupee denominated, Senior, Rated, Listed, Unsecured, Redeemable Non-Convertible Debentures ("NCDs") on a private placement basis, in one or more tranches, for a period of 1 (one) year from the date hereof, for all the offers or invitations for such NCDs during the said year, to such person(s) or investor(s) as may be identified and determined by the Board on such terms and conditions including the price, face value, coupon, premium/ discount, tenor, redemption, security (if any), listing etc., as may be determined and finalised by the Board, based on the prevailing market conditions and in compliance with applicable law.

RESOLVED FURTHER THAT the aggregate amount to be raised through the issuance of NCDs pursuant to the authority under this resolution shall not exceed the overall limit of Rs. 300,00,00,000/- (Rupees Three Hundred Crore only), in one or more tranches, during the period of validity of this resolution.

RESOLVED FURTHER THAT all Directors and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as may be required, including but not limited to filing the general information document and key information document with the stock exchange(s) in accordance with Regulation 50A of the SEBI NCS Regulations, issuing the private placement offer

AADHARSHILA INFRATECH PRIVATE LIMITED

letter in Form PAS-4 to identified investors, creating and maintaining a debenture redemption reserve in accordance with Rule 18(7) of the Companies (Share Capital and Debentures) Rules, 2014, appointing intermediaries (including debenture trustee(s), registrar and share transfer agent(s), credit rating agency(ies) and such other intermediaries as may be required), and to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Company, to give effect to this resolution."

By order of the Board of Director

Deepali

Deepali Mundra
Company Secretary
ICSI Membership No. ACS66853

AADHARSHILA INFRATECH PRIVATE LIMITED

Date: 2nd June 2026
Place: Udaipur

NOTES:

1. A member entitled to attend, and vote is entitled to appoint a proxy to attend and vote in place of himself/herself and the proxy need not be a member of the company.
   The form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. Must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organization.
3. The explanatory statement pursuant to section 102 of Companies Act, 2013 relating to Special Business is annexed hereto.
4. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days, during business hours, up to the date of the Extra-ordinary General Meeting.

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

Your Company is the Sponsor and Project Manager of Indus Infra Trust *(erstwhile Bharat Highways InvIT)* ("InvIT"). Pursuant to Regulation 12 of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, ("SEBI InvIT Regulations"), the Sponsor of an InvIT, shall at all times hold not less than fifteen percent of the total outstanding units of the InvIT ("Sponsor Contribution"). Accordingly, to partially fund the requirement of Sponsor Contribution, the Company proposes to issue Rupee denominated, Senior, Rated, Listed, Unsecured, Redeemable Non-Convertible Debentures ("NCDs") on a private placement basis upto a maximum amount not exceeding Rs. 300,00,00,000/- (Rupees Three Hundred Crores only).

Pursuant to Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time, the Company is required to obtain the approval of its members by way of a special resolution, before making any offer or invitation for issuance of NCDs on a private placement basis. The second proviso to Rule 14 provides that in case of an offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitations for such debentures during the year. Accordingly, this resolution, once passed, shall authorise the Board to determine the terms and conditions of any issuance of NCDs by the Company for a period of 1 (one) year from the date of passing of this special resolution.

The NCDs proposed to be issued shall be in dematerialised form and shall be listed on the wholesale debt market segment of BSE Limited. The Company shall comply with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (including Regulation 50A thereof requiring the filing of a general information document and key information document), the master circular for issue and listing of non-convertible securities dated October 15, 2025, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable SEBI regulations, circulars and guidelines in connection with the issuance and listing of the NCDs.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are set out hereinbelow:

(a) **Particulars of the offer including date of passing of board resolution:** The Board of Directors, at its meeting held on 2nd June 2026, approved the issuance of Non-Convertible Debentures aggregating upto Rs. 300 Crores, subject to the approval of the shareholders.

(b) **Kinds of securities offered and price at which security is being offered:** This special resolution authorises the private placement issuance of Rupee denominated rated, listed, unsecured, redeemable, non-cumulative, taxable non-convertible debentures by the Company, at par or at such premium or discount as may be determined by the Board, with the terms of each issuance (including face value, coupon rate, tenor, redemption schedule and other terms) being determined by the Board (including any committee duly authorised by the Board thereof), from time to time, for each issuance. The face value of each NCD shall be Rs. 1,00,000/- (Rupees One Lakh only) or such other denomination as may be permitted under the applicable SEBI regulations and circulars.

(c) **Basis or justification for the price (including premium, if any) at which offer, or invitation is being made:** The NCDs are proposed to be issued at par, i.e., at a price equal to the face value of each NCD. The coupon rate shall be determined through the electronic bidding mechanism on the Electronic Book Provider platform of BSE Limited, based on prevailing market conditions at the time of each issuance.

(d) **Name and address of valuer who performed valuation:** Not applicable, as the NCDs are proposed to be issued at par and the coupon rate shall be determined through the EBP mechanism.

(e) **Amount which the company intends to raise by way of such securities:** Upto Rs. 300,00,00,000/- (Rupees Three Hundred Crores only), in one or more tranches, as may be determined by the Board from time to time, subject to the limits approved under this resolution.

(f) **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:** The NCDs are proposed to be unsecured and shall not be backed by any charge on the assets of the Company. The proceeds from the issuance of NCDs shall be utilised towards Company's Equity Contribution in Indus Infra Trust and other transaction related expenses. End use of the issue to be in line with all applicable laws and guidelines. The NCDs shall be issued within a period of 1 (one) year from the date of passing of this special resolution. No contribution is being made by the promoters or directors as part of the offer or separately in furtherance of the objects

The Board recommends the resolution set out at Item No. 1 of the accompanying notice for the approval of the members as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this Resolution.

For **Aadharshila Infratech Private Limited**

Deepali

AADHARSHILA INFRATECH PRIVATE LIMITED

Deepali Mundra
Company Secretary
ICSI Membership No.: ACS66353

ATTENDANCE SLIP

Regd. Folio No: …………………. **No. of Share held:** ………………….

***DP ID:** …………………. ***Client ID:** ………………….

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the **Extra-ordinary General Meeting** of the Company to be held on Thursday, 4th June 2026 at SP-862-863, IV Phase Boranada Industrial Area, Jodhpur, Rajasthan-342012 .

……………….…………...

Name of the Member / Proxy
(In BLOCK letters)

……………….…………...

Signature of the Member / Proxy

*Applicable for investors holding shares in electronic form.

Form No. MGT-11
PROXY FORM
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45200RJ2010PTC066826

Name of the Company: **AADHARSHILA INFRATECH PRIVATE LIMITED**

Registered office: Plot No. 8, Main Road, Opposite CNG Petrol Pump, Goverdhan Vilas, Udaipur, Rajasthan-313001

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

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

1. Name : ……………………………………………… E-mail :……………………………………………………………..

   Address: ………

   Signature : ……………………………………………

   or failing him

2. Name: ………………………………………………………… E-mail: ………………………………………………...............

   Address: ……….

   Signature: ……………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the company, to be held on the Thursday, 4th June 2026 at 5:00PM at SP-862-863, IV Phase Boranada Industrial Area, Jodhpur, Rajasthan 342012 and at any adjournment thereof in respect of such resolutions as are indicated below:

(Optional*)

S. No.	Resolution(s)	For	Against
1.	Authorization for issuance of Non-Convertible Debentures.		

Signed this _________day of _____________

Affix Revenue Stamp

Signature of Proxy holder(s) **Signature of shareholder**

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map for the venue of Extra-ordinary General meeting