



AADHARSHILA INFRATECH PRIVATE LIMITED

30th April 2024

To
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001
Scip Code: 975430

Sub: Proceedings of Extra-ordinary General Meeting (EGM) of the Company.

Dear Sir,

Pursuant to Regulation 51(2) read with Para B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith a summary of the proceedings of Extra-ordinary General Meeting ("EGM") of shareholders of the Company held on Tuesday, 30th April 2024 at 3:30PM (IST) Plot No. 8 Main Road, Opposite CNG Petrol Pump, Goverdhan Vilas, Udaipur, Rajasthan -313001, India.

You are requested to kindly take the above information on record.

Thanking you,

Yours sincerely,

For Aadharshila Infratech Private Limited

Deepali Mundra
Company Secretary
ICSI Membership No. ACS66853

Enclosed: As above.



AADHARSHILA INFRATECH PRIVATE LIMITED

Annexure-1

Gist of Proceedings of Extra-ordinary General Meeting of Aadharshila Infratech Private Limited:

1. Date, Time and Venue of the Meeting:

The Extra-ordinary General Meeting (EGM) of the Company was held on Tuesday, 30th April 2024 at 3:30PM (IST). The venue for the EGM was the registered office situated at Plot No. 8 Main Road, Opposite CNG Petrol Pump, Goverdhan Vilas, Udaipur, Rajasthan -313001, India.

Proceedings in brief:

- i. The Company Secretary welcomed all the Members & Directors at the meeting.
- ii. Mr. Kishan Kantibhai Vachhani, Additional Director chaired the meeting. He confirmed that the requisite quorum is present and announced the formal commencement of the meeting at 3:30PM.
- iii. The Company Secretary informed the members that statutory registers and the relevant documents referred to in the Notice were available for inspection of the members.
- iv. Thereafter, Company Secretary requested the Chairman of the meeting to address the shareholders.
- v. With the consent of the shareholders present at the meeting, the Notice and explanatory Statement of the EGM were taken as read.

The following item of business as set out in the Notice convening the EGM were taken up for members' consideration and approval:

Special Business:

Special Resolution:

To consider and approve the variation of the rights attached to 10% Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares:

"RESOLVED THAT pursuant to the provisions of Section 48 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof, for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to vary the rights attached to existing 10% Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares ("NNNRPS") to make it 10% Non-Cumulative, Non-Participating, Optionally Convertible, Redeemable Preference Shares ("NNORPS").

RESOLVED FURTHER THAT the Company will have an option to convert all the NNORPS into Equity Shares of Rs. 10/- each, between 10 years to 12 years from the date of allotment i.e. 10 to 12 years from 31st October 2023. There being no option for part conversion.

RESOLVED FURTHER THAT if the Company exercises the conversion option, the conversion ratio of NNORPS to Equity Shares shall be determined by the Board of Directors of the Company basis book value of Equity Share on immediately preceding financial year.

RESOLVED FURTHER THAT the NNORPS would be subject to all terms and conditions as stipulated by the members of the Company vide its Extra Ordinary General Meeting held on 21st October 2023 except the terms and conditions modified by this resolution.

RESOLVED FURTHER THAT in pursuance of the above, the Equity Shares to be issued and allotted pursuant to the conversion of the NNORPS:



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- (i) shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- (ii) shall rank *pari passu* with the existing Equity Shares in all respects subject to the provisions of the Memorandum of Association and Articles of Association of the Company and applicable laws and regulations;

RESOLVED FURTHER THAT in case the Company does not exercise the conversion option, the NNORPS held by the Preference Shareholders will be compulsorily redeemed by the Company following the expiry of 15 (fifteen) years period commencing from the date of allotment of such NNNRPS.

RESOLVED FURTHER THAT the Company Secretary and Directors of the Company be and are hereby severally authorized to do all acts and deeds as may be required for implementing this resolution including filing of relevant e-forms with the Registrar of Companies.”

Conclusion:

Shareholders were also given the opportunity to ask questions and seek clarifications. The management provided necessary clarifications and addressed all the queries raised by the shareholders. The Resolution as set out in the Notice was passed as special resolution.

The meeting concluded with a vote of thanks to the Chair at 4:00PM.