NOTICE OF 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Nineteenth (19th) Annual General Meeting** of the Members of the Company – **ACTIVE INFRASTRUCTURES LIMITED (CIN: L45200MH2007PLC174506)** will be held on **Friday, 4th day of September, 2026, at 10.30 A.M.** at the Registered Office of the Company situated at Riaan Tower 10th Floor, Mangalwari Road, Nagpur, Maharashtra, India, 440001, through Video Conferencing / Other Audio - Visual Means ("VC/OAVM") facility, to transact the following business:

ORDINARY BUSINESSES:

1. **To receive, consider and adopt the Annual Audited Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended March 31, 2026 including the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended on that date and Reports of Board of Directors and Auditors thereon.**

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

   "RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2026 together with the Reports of the Board of Directors' and Auditors' thereon laid before the 19th Annual General Meeting, be and are hereby considered and adopted."

2. **To declare a Final Dividend of Re. 0.50 /- (Rupee Fifty Paisa Only) per equity share of Rs. 5/- (Rupee Five Only) each for the Financial Year ended March 31, 2026 :**

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

   "RESOLVED THAT a Final Dividend @ 10% i.e. Re. 0.50/- (Rupee Fifty Paisa Only) per Equity Share of Face Value of Rs. 5/- (Rupee Five Only) each in the Equity Share capital of the Company for the Financial Year 2025-26, as recommended by the Board of Directors be and is hereby declared and approved."

3. **To Re-Appoint Mr. Shreyas Sunil Raisoni (DIN: 06537653), Director of the Company, 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 pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and other applicable provisions, if any Mr. Shreyas Sunil Raisoni (DIN; 06537653), (Category:Non- Executive , Non- Independent Director), who retires by rotation at this meeting and being eligible offered himself for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

   SPECIAL BUSINESS :

4. **To consider and approve Related Party Transactions between the Company and its Subsidiary – "Stargate Ventures LLP".**

   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 Regulations 2(1)(zc), 23(4), and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Company's Policy on Related Party

Transactions, and basis the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors to enter into and/ or continue the related party transactions(s)/ contract(s)/ arrangement(s)/ agreements(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with **Stargate Ventures LLP** as more specifically set out in **table A-1** in the explanatory statement to this resolution on the material term(s) and condition(s) set out therein."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respect."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By order of the board of directors

For Active Infrastructures Limited

Sd/-

Aanchal Tembhre

Company Secretary & Compliance Officer

Membership No: A67916

REGISTERED OFFICE:

Riaan Tower, 10th Floor,

Mangalwari Road, Sadar Bazar

Nagpur, Maharashtra, India, 440001.

CIN: L45200MH2007PLC174506

E-mail: investorinfo@activeinfra.in

11th August, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") with respect to Item no. 4 of the Notice forms part of this Notice. The relevant details as set out under Item Nos. 4 of the Notice pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Directors seeking appointment / re-appointment / re-designation at this AGM, are also part of this Notice.
2. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its circular No. 9/2024 dated September 19, 2024 read with circulars dated, 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 28th December, 2022 and 25th September, 2023 (collectively referred to as "MCA Circulars"), has inter-alia allowed conducting the AGMs through Video Conferencing/Other Audio Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 19th AGM of the Company is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 19th AGM shall be the Registered Office of the Company.
3. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. In compliance with the aforementioned provisions of the Act and Listing Regulations, electronic copy of the Annual Report for the Financial Year 2026 is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes. In case any Member is desirous of obtaining hard copy of the Annual Report for the Financial Year 2026 and Notice of the 19th AGM of the Company, he / she may send request to the Company's e-mail address at investorinfo@activeinfra.in mentioning Folio No./DP ID and Client ID. Members who have questions or are seeking clarifications on the Annual Report or on the proposals as contained in this Notice, are requested to send email to the Company on investorinfo@activeinfra.in from Monday, 17th August, 2026 till Monday, 24th August, 2026. This would enable the Company to compile the information and provide the replies at the meeting. The Company will be able to answer only those questions at the meeting which are received in advance as per the above process. The Company will allot time for Members to express their views or give comments during the meeting. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, investorinfo@activeinfra.in from Monday,17th August, 2026 till Monday, 24th August, 2026. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
5. Pursuant to Section 113 of the Act, institutional/ corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM, before e-Voting/attending AGM, to investorinfo@activeinfra.in.
6. -Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 19th AGM and to those Members participating in the 19th AGM, to cast vote through e-Voting system during the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by CDSL.

7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to investorinfo@activeinfra.in.
8. Payment of dividend as recommended by the Board of Directors, if approved at the AGM, will be made on or before Saturday, the 03rd October, 2026, to those Members whose names are on the Company's Register of Members on Friday, the 21st August, 2026 ("Record Date") and those whose names appear as Beneficial Owners as at the close of the business hours on Friday, the 21st August, 2026, as per the details to be furnished by the Depositories, viz. CDSL for this purpose.
9. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Members are requested to take note of the same.

E-Voting facility :

- The remote e-Voting period will begin on Tuesday, September 01, 2026 at 9:00 a.m. and will end on Thursday, September 03, 2026 at 5:00 p.m. During this period Members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., Friday, 28th August, 2026, may exercise their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Friday, 28th August, 2026 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the AGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialized form) as on the cut-off date i.e., Friday, 28th August, 2026. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date, being Friday, 28th August, 2026.
- A person who is not a Member as on the cut- off date should treat this Notice for information purposes only.
- The facility for e-Voting during the meeting is available only to those Members participating in the meeting through VC facility. If a Member has exercised his/her vote during the AGM through e-Voting but has not attended the AGM through VC facility, then the votes casted by such Member shall be considered invalid.
- The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Ministry of Corporate Affairs Circulars, the Notice calling the AGM has been uploaded on the website of the Company at AGM investorinfo@activeinfra.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., National Stock Exchange of India Limited at www.nseindia.com respectively and website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.

Details of the directors seeking Appointment/Re-appointment in the 19th Annual General Meeting, as set out in item nos. 3 of this Notice, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with clause 1.2.5 of Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India:-

Mr. Shreyas Raisoni (DIN: 06537653), has not been debarred from holding the office of a Director of any Company by virtue of any Order of the SEBI or of any other authority and do not have any inter-se relationship with any other Director/s, Key managerial Personnel, Management and Promoters of the Company.

*Considered only Audit Committee and Stakeholders' Relationship Committee.

PROFILE OF DIRECTORS

Name of the Director	Mr Shreyas Sunil Raisoni
DIN (Director Identification Number)	06537653
Date of Birth	16/02/1995
Date of Appointment as Director	30/11/2021
Nationality	Indian
Qualifications	M.Sc. (Master of Science – MS Information Systems) from Robert H. Smith School of Business, University of Maryland
Brief Profile	Comprehensive Experience as an executive in International Marketing team, Export (Europe) Division, International Markets and in various fields.
Experience and expertise in specific functional areas	Mr. Shreyas Sunil Raisoni holds a Master of Science in Information Systems from the Robert H. Smith School of Business, University of Maryland, USA. He possesses diverse experience in international business, strategic planning and global marketing. Having worked across international marketing, exports and overseas business operations, he brings valuable insights into business development, technology adoption and market expansion. He actively contributes towards strengthening operational efficiencies, governance frameworks and strategic initiatives across the Company. His forward-looking approach and global perspective continue to support the Company's long-term growth objectives.
Terms and conditions of appointment or reappointment	Re-appoint as Director (Category: Non- Executive , Non- Independent Director)
Number of Meetings of Board attended during the year	05/05 board meetings attended during 2025-26.
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related to any Director, Manager and other Key Managerial Personnel of the Company
Directorships of other Boards (including Directorships on the Board of Listed companies) & Committee Memberships as on March 31, 2026 (excluding foreign, private & Section 8 Companies)	Not related to any Director, Manager and other Key Managerial Personnel of the Company

EXPLANATORY STATEMENT

Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013 and Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

Item No. 4 -

Active Infrastructures Limited ('the Company'), based in Nagpur, Maharashtra, delivers turnkey projects in roads, bridges, water supply, sewage systems, heritage restoration, and other critical infrastructure, serving government, public sector, and private clients across Maharashtra and Madhya Pradesh.

It has also diversified into commercial construction, developing office spaces, educational institutions, commercial complexes, and exhibition centres. With an integrated design-to-execution approach, the Company ensures quality, timely delivery, and cost efficiency in all its projects.

In furtherance of its business activities, the Company and its subsidiaries have entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The approval of the members pursuant to Resolution No. 4 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table below.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Master Circular") are set forth below :

TABLE A-1

DETAILS WITH REGARDS TO ITEM NO. 4 AS PER RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014

Sr. No.	Particulars	Details
1. a.	Name of the related party & its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	**Name of the related party** Stargate Ventures LLP **Relationship** Stargate Ventures LLP is a Subsidiary of the Company.
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Shreyas Raisoni is a Director/ Designated Partner on the Board of both Active Infrastructures Limited (the Company) and Stargate Ventures LLP Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship / partnership / shareholding in the Company and Stargate Ventures LLP

c.	Type, tenure, material terms and particulars	Investment will be made as per the LLP agreement executed between the LLP and the Company, for a value up to Rs. 1,000 lakhs in multiple tranches during a period of 3 years till the FY 2028-29.
d.	Value of the transaction	Investment will be made as per the LLP agreement executed between the LLP & the Company, for a value up to Rs. 1,000 lakhs.
e.	Percentage of annual consolidated turnover of the Company considering FY 26 as the immediately preceding financial year.	10.36 % of annual consolidated turnover of the Company for FY.
2.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) details of the source of funds in connection with the proposed transaction	The Company shall be making an investment in the capital of Stargate Ventures LLP of an amount aggregating to Rs. 1000/- lakhs from its internal accrual.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not applicable.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not applicable.
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The LLP will be utilizing the fund received as "Investment in Capital" for its Principal Business activities.
3.	Justification as to why the RPT is in the interest of the listed entity	The proposed investment in the LLP will provide the necessary cash flow for the LLP to invest in the project, which is expected to create long-term value through appreciation of the property and enhancement of the Company's asset base. The LLP structure offers operational flexibility, financial efficiency, and governance oversight in the execution of the project. Further, the transaction safeguards the interests of shareholders, strengthens the Company's consolidated financial position, enhances its market reputation, and is being undertaken on fair and reasonable terms, without being prejudicial to the interests of the Company or its minority shareholders.

4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/ valuation report has been obtained for the said transaction.
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	Stargate Ventures LLP had nil turnover in the FY 2025-26.
6.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Save and except the above, 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 said transactions.

Sd/-

By order of the board of directors

Aanchal Tembhre

Company Secretary & Compliance Officer

Membership No: A67916

REGISTERED OFFICE:

Riaan Tower

10th Floor, Mangalwari Road, Sadar Bazar

Nagpur, Maharashtra, India, 440001.

CIN: L45200MH2007PLC174506

E-mail: investorinfo@activeinfra.in

11th August, 2026