
NOTICE OF THE FIRST EXTRA ORDINARY GENERAL MEETING FOR THE FY 2025-26:

NOTICE is hereby given that the **01st Extra Ordinary General Meeting** of the Members of the Company – **ACTIVE INFRASTRUCTURES LIMITED** (CIN: L45200MH2007PLC174506), for the FY 2025-26, will be held on **Saturday, 27th day of September, 2025, at 11.00 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:

SPECIAL BUSINESSES:

1. To consider and approve related party transactions between the Company and its Subsidiary - Digvijay Shradha Infrastructure Private Limited.

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

“**RESOLVED** that pursuant to 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, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended from time to time, and basis the approval of the Audit Committee and recommendation 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 **Digvijay Shradha Infrastructure Private Limited** 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

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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.”

2. To consider and approve related party transactions between the Company and its wholly owned Subsidiary - Achievers Ventures Private Limited.

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

“**RESOLVED** that pursuant to 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, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended from time to time, and basis the approval of the Audit Committee and recommendation 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 **Achievers Ventures Private Limited** as more specifically set out in **table A-2** 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.”

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3. To consider and approve related party transactions between the Company and its Subsidiary - Solus 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 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, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended from time to time, and basis the approval of the Audit Committee and recommendation 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 **Solus Ventures LLP** as more specifically set out in **table A-3** 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.”

4. To consider and approve related party transactions between the Subsidiary of the Company i.e Digvijay Shradha Infrastructure Private Limited with their Related Party i.e Digvijay Construction Private Limited.

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

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“**RESOLVED** that pursuant to 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, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the related rules framed thereunder (including any statutory modification(s) or re- enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions, each as amended from time to time, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to Digvijay Shradha Infrastructure Private Limited, subsidiary of the Company, 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) between the said subsidiary and its related party namely Digvijay Construction Private Limited, as more specifically set out in **table B-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.”

5. To consider and approve related party transactions between the Subsidiary of the Company i.e Achievers Ventures Private Limited with their Related Party i.e Jain Engineering Works (India) Private Limited.

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

“**RESOLVED** that pursuant to 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, the applicable provisions of the Companies Act, 2013 (‘Act’) read with the

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related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to Achievers Ventures Private Limited, wholly owned subsidiary of the Company, 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) between the said wholly owned subsidiary and its related party namely Jain Engineering Works (India) Private Limited, as more specifically set out in **table B-2** 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

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

Website: www.activeinfra.in

Contact: +91 7030002842

30th August, 2025

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NOTES:

1. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EGM, is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
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 EGMs 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 01st EGM of the Company for the FY 2025-26, is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 01st EGM shall be the Registered Office of the Company.
3. As the EGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. 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 Tuesday, 09th September, 2025 till Wednesday, 17th September, 2025. 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 EGM, before e-Voting/attending EGM, 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 01st EGM and to those Members participating in the 01st EGM, to cast vote through e-Voting system during the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited

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(“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 EGM 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. 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.
9. 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.
10. 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 Wednesday, September 24, 2025 at 09:00 a.m. and will end on Friday, September 26, 2025 at 05:00 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., Saturday, 20th September, 2025, 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., Saturday, 20th September, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the EGM. 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., Saturday, 20th September, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the

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Company as on the cut- off date, being Saturday, 20th September, 2025.

- 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 01st EGM through e-Voting but has not attended the EGM through VC facility, then the votes casted by such Member shall be considered invalid.
- The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first serve basis.
- The attendance of the Members attending the 1st EGM 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 1st EGM has been uploaded on the website of the Company at www.activeinfra.in. The Notice can also be accessed from the websites of the Stock Exchange 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.

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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:

For Item Nos. 1 to 5:

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. 1 to 5 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/

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CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below:

Table No. A-1: Transactions between the Company and Digvijay Shradha Infrastructure Private Limited:

Sr. No.	Particulars	Details
1. a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Name of the related party Digvijay Shradha Infrastructure Private Limited (DSIPL) Relationship DSIPL is a Subsidiary of the Company.
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Shreyas Rasoni is a Director on the Board of both Active Infrastructures Limited (the Company) and DSIPL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and DSIPL.
c.	Type, tenure, material terms and particulars	Estimation of Loans that will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 4,000 lakhs for a period of 2 years till the FY 2026-27.
d.	Value of the transaction	Loans will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 4,000 lakhs for a period of 2 years till the FY 2026-27.
e.	Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year	44.56% of annual consolidated turnover of the Company for FY 2024-25.

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2.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>The Company shall be lending an amount aggregating to Rs. 4000/- lakhs over a period of 2 years (till FY 2026-27) from its internal accruals to DSIPL.</p> <p>Not applicable.</p> <p>Loan amount will not exceed ₹ 4,000 lakhs and will be provided in multiple tranches during a period of 2 years till the FY 2026-27. The above loan facilities are unsecured in nature.</p> <p>The terms of borrowing including interest rates will be commensurate with the market conditions and charged in Compliance with provisions of Companies Act 2013.</p> <p>DSIPL will be utilizing the loan amount for its Principal Business activities.</p>
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3.	Justification as to why the RPT is in the interest of the listed entity	<p>The subsidiary company, DSIPL, is engaged in the execution of infrastructure projects, presently in the construction of roads. Given the high working capital requirements in such projects, the Holding Company proposes to extend financial assistance to bridge the funding gap.</p> <p>Such financial support will not only strengthen the overall group structure but also safeguard the value of investments in the subsidiary. It will ensure continuity of operations, foster business synergies, and uphold the reputation and credit standing of the Company at a consolidated level. Further, it is expected to contribute towards long-term value creation for the shareholders of the Company.</p>
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	75.71% of annual standalone turnover of DSIPL for FY 2024-25.
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.

Table No. A-2: Transactions between the Company and Achievers Ventures Private Limited

Sr. No.	Particulars	Details
1. a.	Name of the related party and its relationship	<p>Name of the related party</p> <p>Achievers Ventures Private Limited (AVPL)</p>

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	with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Relationship AVPL is a Wholly owned subsidiary of the Company.
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Nitesh Sanklecha and Mr. Chandrakant Waikar are Directors on the Board of both Active Infrastructures Limited (the Company) and AVPL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and AVPL.
c.	Type, tenure, material terms and particulars	Estimation of Loans that will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 5,000 lakhs for a period of 5 years till the FY 2029-30.
d.	Value of the transaction	Loans will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 5,000 lakhs for a period of 5 years till the FY 2029-30.
e.	Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year	55.70% of annual consolidated turnover of the Company for FY 2024-25
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	The Company shall be lending an amount aggregating to Rs.

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	<p>of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>5000/- lakhs over a period of 5 years (till the FY 2029-30) from its internal accruals to AVPL.</p> <p>Not applicable.</p> <p>Loan amount will not exceed ₹ 5,000 lakhs and will be provided in multiple tranches during a period of 5 years till the FY 2029-30. The above loan facilities are unsecured in nature. The terms of borrowing including interest rates will be commensurate with the market conditions and charged in Compliance with provisions of Companies Act 2013.</p> <p>AVPL will be utilizing the loan amount for its Principal Business activities.</p>
3.	<p>Justification as to why the RPT is in the interest of the listed entity</p>	<p>The subsidiary company, AVPL, is engaged in the business of contracting, development, and trading in civil materials. The proposed financial assistance to the subsidiary shall strengthen the overall group structure and safeguard the value of investment made therein. It will ensure continuity of operations, foster business synergies, and protect the reputation and credit standing of the Company at a consolidated level. Furthermore, such support will contribute to long-term value creation for the shareholders of the Company.</p>

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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,	5817.34% of annual standalone turnover of AVPL for FY 2024-25.
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.

Table No. A-3: Transactions between the Company and Solus Ventures LLP:

Sr. No.	Particulars	Details
1. a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the related party Solus Ventures LLP</p> <p>Relationship Solus Ventures LLP is a Subsidiary of the Company.</p>
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Shreyas Raisonni is a Director/ Designated Partner on the Board of both Active Infrastructures Limited (the Company) and Solus Ventures LLP.</p> <p>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 Solus Ventures LLP.</p>

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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 2027-28.
d.	Value of the transaction	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.
e.	Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year	11.14% of annual consolidated turnover of the Company for FY 2024-25
2.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	<p>The Company shall be making an investment in the capital of Solus Ventures LLP of an amount aggregating to Rs. 1000/- lakhs from its internal accrual.</p> <p>Not applicable.</p>

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	<p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>Not applicable.</p> <p>The LLP will be utilizing the loan amount for its Principal Business activities.</p>
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	Solus Ventures LLP had nil turnover in the FY 2024-25
6.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section

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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.

Table No. B-1: Transactions between the Company's subsidiary with the subsidiary's Related party i.e Digvijay Construction Private Limited:

Sr. No.	Particulars	Details
1. a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the subsidiary Digvijay Shradha Infrastructure Private Limited (DSIPL)</p> <p>Name of the subsidiary's related party Digvijay Construction Private Limited (DCPL)</p> <p>Relationship inter se: DSIPL is an Associate Company DCPL</p>
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Shreyas Raisonni is a Director on the Board of both Active Infrastructures Limited (the Company) and DSIPL.</p> <p>Mr. Digvijaysinh Padheria is a Director on the Board of both DCPL and DSIPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the DCPL and DSIPL.</p>
c.	Type, tenure, material terms and particulars	Estimation of Loans to be taken by DSIPL, Purchase of input material and services and Sale of services for a period of 2 years till the FY 2026-27.
d.	Value of the transaction	<p>Transaction value are specified below:</p> <ul style="list-style-type: none"> i. loans to be taken: up to Rs. 4,000 lakhs; ii. Purchase of input material and services: up to Rs. 3,000 lakhs; iii. Sale of services: up to Rs. 20,000 lakhs.

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e.	Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year	<p>The estimated transaction value for point d (i) represents: (a) 44.56% of annual consolidated turnover of the Company for FY 2024-25; and</p> <p>The estimated transaction value for point d(ii) represents: (a) 33.42% of annual consolidated turnover of the Company for FY 2024-25; and</p> <p>The estimated transaction value for point d (iii) represents: (a) 222.82% of annual consolidated turnover of the Company for FY 2024-25.</p> <p>* The financial statements of DCPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of DCPL on a standalone basis.</p>
2.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	<p>The DCPL shall be lending an amount aggregating to Rs. 4000/- lakhs over a period of 2 years (till FY 2026-27) from its internal accrual to DSIPL.</p> <p>Not applicable.</p>

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	<p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p>	<p>Loan amount will not exceed ₹ 4,000 lakhs and will be provided in multiple tranches during a period of 2 years till the FY 2026-27. The above loan facilities are unsecured in nature. The terms of borrowing including interest rates will be commensurate with the market conditions and charged in Compliance with provisions of Companies Act 2013.</p> <p>DSIPL will be utilizing the loan amount for its Principal Business activities.</p>
3.	Justification as to why the RPT is in the interest of the listed entity	<p>The associate company, DSIPL, is engaged in the execution of infrastructure projects, presently in the construction of roads. Given the high working capital requirements in such projects, DCPL, amongst others, proposes to extend financial assistance to bridge the funding gap.</p> <p>Such financial support will not only strengthen the overall group structure but also safeguard the value of investments in the subsidiary. It will ensure continuity of operations, foster business synergies, and uphold the reputation and credit standing of the Company at a consolidated level. Further, it is expected to contribute towards long-term value creation for the shareholders of the Company.</p>
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	<p>The estimated transaction value for point d (i) represents:</p> <p>(a) 75.71% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>The estimated transaction value for point d (ii) represents:</p> <p>(a) 56.79% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>The estimated transaction value for point d (iii) represents:</p>

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		<p>(a) 378.59% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>* The financial statements of DCPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of DCPL on a standalone basis.</p>
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.

Table No. B-2: Transactions between the Company's subsidiary with the subsidiary's Related party i.e Jain Engineering Works (India) Private Limited:

Sr. No.	Particulars	Details
1. a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the subsidiary Achievers Ventures Private Limited (AVPL)</p> <p>Name of the subsidiary's related party Jain Engineering Works (India) Private Limited (JEWIPL)</p> <p>Relationship JEWIPL is an Entity where KMP's of the Parent Company of AVPL have Significant Influence</p>
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	<p>Mr. Nitesh Sanklecha and Mr. Chandrakant Waikar are Directors on the Board of both Active Infrastructures Limited (the Company) and AVPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and AVPL.</p>
c.	Type, tenure, material	Estimation of Sale of Goods for a period of 3 years till the FY

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	terms and particulars	2027-28.
d.	Value of the transaction	Transactions will be on arm's length basis for a value up to Rs. 500 lakhs.
e.	Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year	5.57% of annual consolidated turnover of the Company for FY 2024-25 * The financial statements of JEWIPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of JEWIPL on a standalone basis.
2.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether</p>	<p>Not applicable.</p> <p>Not applicable.</p> <p>Not applicable.</p>

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	secured or unsecured; if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not applicable.
3.	Justification as to why the RPT is in the interest of the listed entity	AVPL is engaged in the supply of civil construction materials, while JEWIPL undertakes the execution of infrastructure projects. Given AVPL's strong vendor network, it can facilitate the procurement of raw materials for JEWIPL at competitive rates. This arrangement will enhance the profitability of JEWIPL's projects while simultaneously generating turnover for AVPL. On a consolidated basis, the turnover of AVPL will also contribute to the overall turnover of the listed entity, thereby resulting in growth in business turnover over the period.
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	581.73% of annual standalone turnover of AVPL for FY 2024-25. * The financial statements of JEWIPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of JEWIPL on a standalone basis.
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

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said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 1 to 5 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolutions set out at Item Nos. 1 to 5 of this Notice for approval by the members.

By order of the board of directors
Aanchal Tembhre
Company Secretary & Compliance Officer
Membership No: A67916

REGISTERED OFFICE:

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30th August, 2025

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