

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), and Circular Nos. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (“SEBI”) read together with previous circulars issued by SEBI in this regard (“SEBI Circulars”), Secretarial Standard on General Meetings (“SS- 2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution set out below are proposed to be passed by the Members of **Active Infrastructures Limited** (Formerly Known as *Active Infrastructures Private Limited*) (“ACTIVE” or the “Company”) by means of Postal Ballot, only by way of remote e-voting (“e-voting”) process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”) are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The Company has engaged the Central Depository Services (India) Limited (CDSIL) for facilitating e-voting.

Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s) / RTA. The detailed procedure with respect to e-voting is mentioned in this Notice. The Board of Directors of the Company has appointed CS Riddhita Agrawal Company Secretaries as the Scrutiniser for conducting the postal ballot (e-voting process) in a fair and transparent manner. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The remote e-voting facility will be available during the following period:

Cut-off date for eligibility to vote	Friday, 05 th June, 2026
Commencement of remote e-voting period	9.00 a.m. IST on Thursday, 11 th June 2026
Conclusion of remote e-voting period	5.00 p.m. IST on Friday 10 th July 2026

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CIN : L45200MH2007PLC174506

Registered Office : Riaan Tower 10th Floor, Mangalwari Road, Sadar Bazar, Nagpur-440001, Maharashtra

E : investorinfo@activeinfra.in | **Phone No. :** +91-7030002842 | **Website :** https://activeinfra.in/

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m on **10th July 2026**, and will be disallowed thereafter.

The Scrutiniser will submit his report to the Chairman of the Company ("the **Chairman**") or any other person authorized by the Chairman, and the result will be announced on July 13th, 2026. The results of the Postal Ballot along with the Scrutiniser's Report will be placed on the website of the Company: <https://activeinfra.in> and on the website of CDSL at: www.evotingindia.com. The result will be simultaneously communicated to the Stock Exchanges.

SPECIAL BUSINESSES:

ITEM NO. 1

TO CONSIDER AND APPROVE VARIATION IN THE OBJECTS OF THE ISSUE RELATING TO INITIAL PUBLIC OFFERING (IPO) FOR WHICH AMOUNT WAS RAISED THROUGH PROSPECTUS:

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

"RESOLVED THAT pursuant to the provisions of Section 13(8) and Section 27 of the Companies Act, 2013 read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 32 of the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013, Regulation 32 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, rules and regulations, as amended from time to time, and subject to such approvals, permissions and sanctions as may be necessary, consent of the Members of the Company be and is hereby accorded for variation in the utilisation of proceeds raised pursuant to the Initial Public Offer ("IPO") of the Company.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for reallocation of unutilised IPO proceeds in the following manner:

S. No.	Particulars	Amount as per Offer Document (Rs. in Crore)	Amount Utilised up to 31.03.2026 (Rs. in Crore)	Unutilised Amount / Balance (Rs. in Crore)	Proposed Reallocation (Rs. in Crore)	Revised Object
1.	Funding Working Capital Requirements of our Company	38.98	39.14	(0.16)	—	—
2.	Repayment of Existing Loans / Debts	16.72	7.18	9.54	8.17	Funding Working Capital Requirements

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3.	Issue Related Expenses	1.07	1.07	0.00	—	—
4.	General Corporate Purposes	14.01	13.96	0.05	—	—
5.	Capital expenditure towards purchase of construction equipment's	7.05	0.00	7.05	7.05	Investment by way of loan to Achievers Ventures Private Limited, a Wholly Owned Subsidiary of the Company, for onward investment by way of loan in the form of Current Capital in Raghukul Shradha Realty LLP.
	TOTAL	77.83	61.35	16.48	15.22	

“RESOLVED FURTHER THAT in terms of the Prospectus issued by the Company in connection with its Initial Public Offer ("IPO"), the Company had proposed to utilise the IPO proceeds aggregating to Rs. 77.83 Crores towards (i) Funding Working Capital Requirements of the Company, (ii) Repayment/Prepayment of Certain Borrowings availed by the Company, (iii) Capital expenditure towards purchase of construction equipment, (iv) General Corporate Purposes and (v) Issue Related Expenses.”

“RESOLVED FURTHER THAT out of the aforesaid IPO proceeds, an amount aggregating to Rs.16.48 Crores, representing approximately 21.18% of the total IPO proceeds, remains unutilised as on March 31, 2026 ("Unutilised Amount") and that out of the said Unutilised Amount, the Company proposes to reallocate an amount of Rs. 15.22 Crores, representing approximately 19.56% of the total IPO proceeds, comprising Rs. 8.17 Crores originally allocated towards Repayment/Prepayment of Certain Borrowings and Rs. 7.05 Crores originally allocated towards Capital expenditure towards purchase of construction equipment, as the requirement for repayment of borrowings is lower than originally envisaged and the proposed procurement of construction equipment has been deferred considering the current operational requirements and availability of alternate arrangements for project execution.”

“RESOLVED FURTHER THAT save and except the aforesaid reallocation of Rs.15.22 Crores, the balance unutilised IPO proceeds aggregating to Rs.1.26 Crores shall continue to be utilised towards Repayment/Prepayment of Certain Borrowings availed by the Company in accordance with the objects disclosed in the Prospectus and applicable laws.”

“RESOLVED FURTHER THAT the aforesaid amount of Rs. 15.22 Crores proposed to be reallocated shall be utilised towards (i) Funding Working Capital Requirements of the Company to the extent of Rs.8.17 Crores and (ii) providing loan to Achievers Ventures Private Limited, a Wholly Owned Subsidiary of the Company, to the extent of Rs. 7.05 Crores for onward investment by way of loan in the form of Current Capital in Raghukul Shradha Realty LLP, a step-down subsidiary of the Company, for undertaking real estate development activities,

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project execution requirements, project-related expenditure, working capital requirements and other business operational requirements, as more particularly set out in the Explanatory Statement annexed to this Notice.”

“RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorised to determine the manner, timing and utilisation of the aforesaid funds and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this Resolution.

“RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to make necessary filings, disclosures, applications and intimations with Stock Exchange(s), Registrar of Companies, Monitoring Agency, SEBI and other statutory or regulatory authorities and to do all such acts and deeds as may be required for implementation of this Resolution.”

ITEM NO. 2

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to:

- (a) give any loan to any person(s) or other body corporate(s);
- (b) give any guarantee or provide security in connection with a loan to any other person(s) or body corporate(s); and/or
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s),

time to time, in one or more tranches, as the Board of Directors may in its absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crores Only) outstanding at any time, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided together with the proposed loans, guarantees, securities and investments exceed the limits prescribed under Section 186 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions of such loans, guarantees, securities and investments and to take all necessary steps and actions in this regard from time to time as may be considered necessary, expedient or desirable in the interest of the Company.”

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“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution including filing of necessary e-forms, returns and documents with the Registrar of Companies and other regulatory authorities and to execute all such documents, writings and instruments as may be required in this regard.”

ITEM NO. 3

TO CONSIDER AND APPROVE RELATED PARTY TRANSACTION(S) BETWEEN ACHIEVERS VENTURES PRIVATE LIMITED, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, AND RAGHUKUL SHRADHA REALTY LLP, A STEP-DOWN SUBSIDIARY OF THE COMPANY.

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

“RESOLVED THAT pursuant to 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 Achievers Ventures Private Limited (“AVPL”), wholly owned subsidiary of the Company, to enter into and/ or continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) between the said wholly owned subsidiary and its related party namely Raghukul Shradha Realty LLP (“RSRLLP”), 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 respects.”

“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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ITEM NO. 4**TO CONSIDER AND APPROVE ENHANCEMENT IN THE LIMITS OF 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 enhance and continue the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with Achievers Ventures Private Limited (‘AVPL’), wholly owned subsidiary of the Company, 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 existing approval granted by the Members of the Company on 27th September, 2025 for related party transactions upto Rs. 5,000 Lakhs be and is hereby revised/enhanced to Rs. 10,000 Lakhs (Rupees Ten Thousand Lakhs Only) for the remaining approved tenure till FY 2029-30.

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 respects.

“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

Active Infrastructures Limited

(Formerly known as Active Infrastructures Private Limited)

Sd/-

Aanchal Tembhare

Company Secretary & Compliance Officer

(Membership No: A67916)

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NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the notice of the postal ballot for the consideration of the Member.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Friday the 05th June 2026 (cut-off date)** and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. In accordance with the MCA Circulars, SEBI Circulars and the SEBI Listing Regulations, the Postal Ballot Notice is being sent only by email to those members who have registered their email address with their Depository Participant(s) (“DPs”) or with RTA and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) as on Friday, the 05th June 2026 (“Cut-off Date”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA Circulars. In accordance with the aforesaid MCA Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would take place through the process of remote e-voting only. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
4. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, 05th June 2026.**
5. A member cannot exercise his / her vote through proxy on postal ballot. However, entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Company by e-mail at investorinfo@activeinfra.in. -
6. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

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7. All the document/s referred to in the accompanying Postal Ballot Notice and Explanatory Statement thereto will be available for inspection electronically by the members without any fee from the date of circulation of this notice to the date of Postal Ballot. Members seeking to inspect such documents can send an email to investorinfo@activeinfra.in.
8. Pursuant to the provisions of Section 108 and 110 and other applicable provisions of the Companies Act, 2013, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, Company is pleased to offer remote e- voting facility to all the members of the Company. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide remote e- voting facility. **The remote e-voting period commences on 9.00 a.m. IST on Thursday 11th June 2026 [09:00 Hours] and ends on 5.00 p.m. IST on Friday 10th July 2026 [17:00 Hours].** The remote e-voting shall be disabled thereafter.
9. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the date of declaration of e-voting results, which would be July, 13, 2026.
10. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
11. The Notice of Postal Ballot is also placed on the website of the Company i.e. <https://activeinfra.in/>, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited at www.nseindia.com, and the website of CDSL i.e., www.evotingindia.com. In view of the MCA Circulars physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
12. **General information and instructions relating to e-voting:**
13. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility provided by Listed Entities, and any other applicable provisions as amended, the Company is pleased to offer the facility of voting through electronic means and the businesses set out in the Notice above may be transacted through such electronic voting. The facility of casting the votes by the Members using an electronic voting system is provided by Central Depository Services (India) Limited (CDSL).

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VOTING THROUGH ELECTRONIC MEANS

14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by CDSL on all the resolutions set forth in this Postal Notice. The facility of casting votes by a member using remote e-voting system will be provided by CDSL.
15. The Board of Directors has appointed CS Ridhhita Agrawal (ICSI Membership No. F-10054, COP: 12917), Mumbai, as the Scrutiniser for conducting the postal ballot through e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.
16. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through CDSL e-voting system at www.cdslindia.com. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
17. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 05th June, 2026.
18. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Postal Ballot Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request a evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote E-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com.
19. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

20. The voting right of shareholders 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, 05th June, 2026.
21. *The details of the process and manner for remote E-voting using CDSL e-Voting system are explained herein below:*

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Login method for e-Voting and for Individual shareholders holding securities in demat mode securities in demat mode.

22. Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Step 1: Access to CDSL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ BIG SHARE/KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration . Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the EOGM.

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Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-oting services and you will be able to see e-Voting page. Click on company name or e- Voting service provider name and you will be re-directed to e- Voting service provider website for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectRgisp .
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES REALTING TO LOGIN THROUGH DEPOSITORIES i.e. NSDL AND CDSL

Login type	Contact Details /Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at helpdesk.evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i). Login method for e-Voting for shareholders other than individual shareholders holding shares in physical form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii). After entering these details appropriately, click on “SUBMIT” tab.
- (iii). Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv). For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v). Click on the EVSN of the Company- ACTIVE INFRASTRUCTURES LIMITED on which you choose to vote.
- (vi). On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii). After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote,

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click on “CANCEL” and accordingly modify your vote.

- (ix). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x). You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi). If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii). Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m- Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xiii). *Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.*
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutiniser to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutiniser and to the Company at the email address viz; investorinfo@activeinfra.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutiniser to verify the same.

GENERAL GUIDELINES FOR SHAREHOLDERS:

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter and ID proof of the person who is authorised to vote to the Scrutiniser by e-mail to csriddhita@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- **FOR PHYSICAL SHAREHOLDERS-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorinfo@activeinfra.in / investor@bigshareonline.com.
- **FOR DEMAT SHAREHOLDERS -**, Please update your email id & mobile no. with your respective Depository Participant (DP)
- **FOR INDIVIDUAL DEMAT SHAREHOLDERS –**

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

24. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 022- 23058542/43.

OTHER INSTRUCTIONS:

25. The Board of Directors has appointed CS Riddhita Agrawal, Company Secretary in Practice (ICSI Membership No. FCS 10054 and Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022) Mumbai as Scrutiniser for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutiniser will prepare a Scrutiniser's Report of the total votes cast in favour or against, if any. The Scrutiniser will submit his final Consolidated Report to the Chairman of the Company or any Person authorized by him in writing on July 13, 2026 and declare the result of the voting forthwith.
26. The Scrutiniser will be submitting his report to the Company after the completion of the scrutiny and the results of the e-voting by Postal Ballot. The results of the Postal Ballot will be announced by the Chairman and Managing Director or in his absence, any other person authorised by him, on Monday July 13, 2026 at 5.30 p.m. at the Registered Office of the Company at Riaan Tower, 10th Floor, Mangalwari Road, Sadar Bazar Nagpur, Maharashtra, India, 440001.. The results of the Postal Ballot will be displayed at the Registered Office of the Company and also posted on the Company's website <https://activeinfra.in/> & CDSL e-voting website www.evotingindia.com besides being communicated to the National Stock Exchange of India Limited where the Company's shares are listed.

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27. The result of the Postal Ballot along with Scrutiniser's Consolidated Report will be posted or uploaded on the Company's Website <https://activeinfra.in/> and on the Website of CDSIL namely www.evotingindia.com and also, will be communicated to the National Stock Exchange of India Limited namely NSE , where the Equity Shares of the Company are listed.
28. CS Aanchal Tembhare, Company Secretary of the Company, shall be responsible for addressing all the grievances in relation to this Postal Ballot including e-voting.

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EXPLANATORY STATEMENT**ITEM NO. 1****ALTERATION IN THE OBJECTS OF THE INITIAL PUBLIC OFFER ("IPO") FOR WHICH AMOUNT WAS RAISED**

The Company had undertaken an Initial Public Offer ("IPO") and raised aggregate proceeds of approximately Rs. 77.83 Crore for the objects disclosed in the Prospectus.

The IPO proceeds were proposed to be utilised towards:

1. Funding Working Capital Requirements of the Company;
2. Repayment/Prepayment of Certain Borrowings availed by the Company;
3. Capital expenditure towards purchase of construction equipment's;
4. General Corporate Purposes; and
5. Issue Related Expenses.

As per the Monitoring Agency Report and utilisation statement as on March 31, 2026, an amount of Rs. 16.48 Crore remains unutilised.

The Board of Directors, after reviewing the Company's operational requirements, business plans and capital allocation strategy, has approved a proposal for variation in the utilisation of IPO proceeds.

Particulars	Amount as per Prospectus (Rs in Crore)	Amount Utilised up to 31.03.2026 (Rs. in Crore)	Balance (Rs. in Crore)
Funding Working Capital Requirements	38.98	39.14	(0.16)
Repayment of Existing Loans / Debts	16.72	7.18	9.54
Capital expenditure towards purchase of construction equipment's	7.05	0.00	7.05
General Corporate Purposes	14.01	13.96	0.05
Issue Related Expenses	1.07	1.07	0.00
Total	77.83	61.35	16.48

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Particulars of Proposed Variation

Particulars	Amount (Rs. Crores)
Total Unutilised IPO Proceeds as on 31.03.2026	16.48
Proposed Reallocation towards Working Capital	(8.17)
Proposed Reallocation towards Funding WOS for contribution to Current Capital of Raghukul Shradha Realty LLP	(7.05)
Balance to continue for Repayment/Prepayment of Certain Borrowings	1.26

INFORMATION PURSUANT TO RULE 7 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014 READ WITH RULE 32 OF THE COMPANIES (INCORPORATION) RULES, 2014**(a) Original Objects of the Issue**

The IPO proceeds were proposed to be utilised towards:

1. Funding Working Capital Requirements of the Company;
2. Repayment/Prepayment of Certain Borrowings availed by the Company;
3. Capital expenditure towards purchase of construction equipment's;
4. General Corporate Purposes; and
5. Issue Related Expenses.

(b) Total Money Raised

The Company raised an aggregate amount of Rs. 77.83 Crore through the Initial Public Offer.

(c) Money Utilised for the Objects Stated in the Prospectus

As on March 31, 2026, the Company has utilised Rs. 61.35 Crore out of the IPO proceeds.

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(d) Extent of Achievement of Proposed Objects

Sr. No.	Particulars	Allocation as per Prospectus (Rs. in Crore)	Amount Utilised upto 31.03.2026 (Rs. in Crore)	Extent of Achievement (%)	Unutilised Amount (Rs. in Crore)
1	Funding Working Capital Requirements of the Company	38.98	39.14	100.41%	(0.16)
2	Repayment of Existing Loans / Debts	16.72	7.18	42.94%	9.54
3	Capital expenditure towards purchase of construction equipment's	7.05	0.00	0.00%	7.05
4	General Corporate Purposes	14.01	13.96	99.64%	0.05
5	Issue Related Expenses	1.07	1.07	100.00%	Nil
	Total	77.83	61.35	78.82%	16.48

(e) Unutilised Amount out of the Money so Raised

As on March 31, 2026, an amount aggregating to Rs. 16.48 Crore remains unutilised.

(f) Particulars of the Proposed Variation

The Company proposes to reallocate an aggregate amount of Rs.15.22 Crore from the existing objects as under:

Particulars	Amount (Rs. Crores)
Total Unutilised IPO Proceeds as on 31.03.2026	16.48
Proposed Reallocation towards Working Capital	(8.17)
Proposed Reallocation towards Funding WOS for contribution to Current Capital of Raghukul Shradha Realty LLP	(7.05)
Balance to continue for Repayment/Prepayment of Certain Borrowings	1.26

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(g) Reasons and Justification for Seeking Variation for Funding Working Capital Requirements of the Company and Funding through Achievers Ventures Private Limited for Onward Investment in Raghukul Shradha Realty LLP (Step Down Subsidiary).

- **Funding Working Capital Requirements of the Company:**

The Company has reviewed the utilisation of IPO proceeds and its current funding requirements. Based on such review, the Board observed that the requirement towards repayment of certain borrowings is lower than originally envisaged at the time of the Initial Public Offer and accordingly an amount of Rs. 8.17 Crore remains available for reallocation.

Further, the Company requires adequate working capital to support its ongoing business operations, including procurement of materials, payment to vendors and contractors, employee-related expenses, mobilisation and execution of projects, statutory payments and other operational requirements in the ordinary course of business.

Considering the current operational requirements of the Company and in order to ensure efficient utilisation of IPO proceeds, the Board believes that utilisation of the said amount towards Funding Working Capital Requirements of the Company would be more beneficial and commercially prudent than retaining the funds under the original object of repayment of borrowings.

The proposed variation is expected to provide greater financial flexibility, optimise utilisation of available funds and support the Company's day-to-day operational requirements without requiring additional external funding.

Accordingly, the Board has approved reallocation of Rs. 8.17 Crore from the object "Repayment of Existing Loans / Debts" towards "Funding Working Capital Requirements of the Company".

- **Funding through Achievers Ventures Private Limited for Onward Investment in Raghukul Shradha Realty LLP**

The Company has reviewed the implementation status of the objects stated in the Prospectus and its present business requirements. Upon such review, the Board observed that the proposed capital expenditure towards purchase of construction equipment's amounting to Rs. 7.05 Crore has not been undertaken and the management has decided to defer such procurement considering the current operational requirements and availability of alternate arrangements for project execution.

The Board further noted that Achievers Ventures Private Limited, a Wholly Owned Subsidiary of the Company, has established Raghukul Shradha Realty LLP as part of the Company's business strategy for undertaking real estate development activities through its subsidiary structure.

Raghukul Shradha Realty LLP proposes to undertake real estate development projects and requires funding for acquisition and development of project assets, project execution activities, construction expenditure, infrastructure development, statutory approvals, working capital requirements and other business operational requirements associated with such projects.

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Accordingly, the Company proposes to utilise an amount of Rs. 7.05 Crore by way of loan to Achievers Ventures Private Limited for onward investment by way of Loan in the form of Current Capital in Raghukul Shradha Realty LLP.

The Board believes that the proposed deployment of funds through the subsidiary structure would facilitate timely implementation of real estate development projects, optimise utilisation of unutilised IPO proceeds, strengthen the Company's presence in the real estate sector and create long-term value for the Company and its stakeholders. The proposed variation would also enable productive deployment of funds towards business opportunities that are expected to contribute to future growth and revenue generation.

The Board is therefore of the view that reallocation of Rs.7.05 Crore from the object "Capital expenditure towards purchase of construction equipment's" towards funding Achievers Ventures Private Limited for onward investment in Raghukul Shradha Realty LLP is commercially prudent, in the best interests of the Company and its shareholders and would result in efficient utilisation of IPO proceeds.

The Investment by way of Loan (Debt) to our Wholly Owned Subsidiary. The Company proposes to provide loan to its Wholly Owned Subsidiary in the form of inter corporate Loan. The details of the inter corporate Loan are as follows:

Name of the Borrower	Achievers Ventures Private Limited
Nature of Loan	Unsecured Inter-Corporate Loan
Nature of Security	Unsecured Loan
Amount of Loan	Rs. 7.05 Crores/-
Disbursement of Loan	The Loan shall be disbursed in one or more tranches as per the request received from the Borrower
Interest Rate	10% p.a. or such higher rate as may require.
Interest Servicing	The Interest on such loan shall be charged on yearly basis and the service of such interest shall be made within three month from the end of the financial year.
Duration of Loan	3 (Three) years from the date of disbursement, unless repaid earlier in accordance with the terms of the loan agreement.
Terms of Repayment	The loan shall be repayable within 3 (Three) years from the date of disbursement. The Borrower may prepay the loan, in whole or in part, without any prepayment penalty, subject to the other terms and conditions of the loan agreement.

(h) Amount Proposed to be Utilised for the New Objects

Proposed Object	Amount (Rs Crore)
Funding Working Capital Requirements of the Company	8.17
Funding by way of loan to Achievers Ventures Private Limited for onward investment by way of Loan in the form of Current Capital in Raghukul Shradha Realty LLP.	7.05
Total	15.22

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(i) Expected Benefits of the Proposed Variation:

The proposed variation is intended to facilitate optimum utilisation of the unutilised IPO proceeds in line with the Company's current business requirements and strategic priorities.

The reallocation of Rs. 8.17 Crore towards Funding Working Capital Requirements is expected to strengthen the Company's liquidity position, support ongoing business operations, facilitate timely execution of projects and contractual obligations and reduce dependence on external funding for meeting operational requirements.

Further, the reallocation of Rs. 7.05 Crore towards funding Achievers Ventures Private Limited, a Wholly Owned Subsidiary of the Company, for onward investment in Raghukul Shradha Realty LLP is expected to support development and execution of real estate projects through the Company's subsidiary structure, create opportunities for future revenue generation and strengthen the Company's presence in the real estate development sector.

The proposed variation will enable efficient deployment of funds which are presently unutilised under the original objects, improve capital allocation efficiency, support the Company's growth initiatives and enhance long-term value creation for shareholders. The proposed variation is also expected to reduce the need for raising additional debt or external funding for the aforesaid business requirements, thereby contributing to prudent financial management and optimal utilisation of resources.

(j) Estimated Financial Impact of the Proposed Alteration on the Earnings and Cash Flow of the Company

The proposed variation is not expected to have any adverse impact on the earnings, cash flows or financial position of the Company. The proposed variation involves utilisation of existing IPO proceeds and does not require raising any additional borrowings. The proposed deployment is expected to facilitate efficient utilisation of capital and support future business growth.

(k) Proposed Time Limit for Achieving the Varied Objects

The Company proposes to utilise the reallocated funds within 12 months from the date of approval of the Members or such other period as may be determined by the Board depending upon business requirements and prevailing market conditions.

(l) Clause-wise Details pursuant to Rule 32(3) of the Companies (Incorporation) Rules, 2014**(i) Means of Finance**

Source	Amount (Rs. Crore)
Reallocation from Repayment of Existing Loans / Debts	8.17
Reallocation from Capital expenditure towards purchase of construction equipment's	7.05
Total	15.22

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(ii) Schedule of Implementation

The revised objects are proposed to be implemented within 12 months from the date of shareholders' approval.

(iii) Interim Use of Funds

Pending utilisation, the funds shall continue to be invested in bank deposits and other permitted instruments in accordance with applicable laws and Company policies.

(m) Risk Factors Pertaining to the New Objects

The business operations and financial performance of the Company are subject to various risks arising from prevailing market conditions, economic performance at both domestic and global levels, political instability, changes in regulatory frameworks, and policy controls. Further, the proposed utilization of funds towards investment in a subsidiary by way of Loan in the form of Current Capital in Raghukul Shradha Realty LLP is subject to risks relating to the performance of the subsidiary, business operations, liquidity management, and overall market conditions. In addition, any unforeseen events or circumstances beyond the control of the Company may materially affect its ability to execute projects, manage costs, or achieve projected growth, despite the Company's best efforts to mitigate such risks.

(n) Details of the Entity Proposed to Receive Funding

Name of Wholly Owned Subsidiary:	Achievers Ventures Private Limited ("AVPL")
Relationship with the Company:	Achievers Ventures Private Limited is a Wholly Owned Subsidiary of the Company.
Ultimate Investee Entity:	Raghukul Shradha Realty LLP ("RSR LLP") Raghukul Shradha Realty LLP is a joint venture LLP incorporated on 18th May, 2026 having LLP Identification Number- ACY-3779, by Achievers Ventures Private Limited, a subsidiary of the Company, and Raghukul Construction Private Limited for carrying on real estate and allied activities. Achievers Ventures Private Limited holds 50.50% contribution interest in the LLP. The LLP has been established as a strategic vehicle for undertaking real estate development projects and allied business activities. The proposed contribution towards the current capital of the LLP is expected to facilitate project development, execution and other operational requirements, thereby supporting the Company's long-term growth objectives in the real estate sector.
Nature of Business:	Real Estate Development and Related Activities.
Relationship with the Company	Raghukul Shradha Realty LLP is a subsidiary of Achievers Ventures Private Limited and step down subsidiary of the Company and consequently forms part of the Company's subsidiary structure.

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Related Party Relationship:	Raghukul Shradha Realty LLP is a related party of the Company under applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Members are further informed that Achievers Ventures Private Limited is a Partner of Raghukul Shradha Realty LLP. Mr. Nitesh Sanklecha is associated with Active Infrastructures Limited and Achievers Ventures Private Limited and represents Achievers Ventures Private Limited in its capacity as Designated Partner of Raghukul Shradha Realty LLP.
Purpose of Funding:	The proposed amount of Rs. 7.05 Crore shall be provided by the Company to Achievers Ventures Private Limited by way of loan, which shall be utilised for making investment by way of Loan in the form of Current Capital in Raghukul Shradha Realty LLP for undertaking real estate development activities, project execution requirements, project-related expenditure, development of real estate assets, working capital requirements and other business operational requirements.
Expected Benefits:	The proposed investment is expected to support development and execution of real estate projects through the subsidiary structure of the Company, strengthen the Company's real estate business vertical, improve project execution capabilities, optimise capital deployment, create future revenue opportunities and contribute towards long-term value creation for the Company and its stakeholders.

(o) Place from Where Interested Persons May Obtain the Notice

The notice may be obtained from the Registered Office of the Company during business hours and is also available on the website of the Company.

(p) Other Relevant Information

The requirement towards repayment of borrowings is lower than originally envisaged and accordingly an amount of Rs. 8.17 Crore is available for reallocation.

Further, the procurement of construction equipment aggregating Rs. 7.05 Crore has not been undertaken and the management has decided to defer such procurement considering the current operational requirements and availability of alternate arrangements.

The Company requires additional working capital for execution of ongoing projects and business operations. Further, Achievers Ventures Private Limited, a Wholly Owned Subsidiary of the Company, requires funding for making investment in Raghukul Shradha Realty LLP, a step-down subsidiary engaged in real estate development activities.

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Accordingly, the Board has approved reallocation of Rs. 8.17 Crore towards Funding Working Capital Requirements of the Company and Rs. 7.05 Crore towards funding Achievers Ventures Private Limited for onward investment in Raghukul Shradha Realty LLP.

The proposed variation does not alter the core business activities of the Company. The Board believes that the proposed reallocation will result in optimum utilisation of IPO proceeds and support long-term value creation for shareholders.

The Members are further informed that the proposed loan of Rs. 7.05 Crore to Achievers Ventures Private Limited ("AVPL"), being a Wholly Owned Subsidiary of the Company, is within the limits of the related party transaction approval already granted by the Members of the Company at the Extraordinary General Meeting held on 27th September, 2025, pursuant to an Ordinary Resolution passed for material related party transactions with AVPL up to an aggregate limit of Rs. 50 Crores.". Accordingly, the proposed utilisation of IPO proceeds through AVPL does not depend upon the approval sought under Item No. 4 of this Notice.

The approval under Item No. 4 is being sought separately for enhancement of the overall transaction limits with AVPL from Rs. 50 Crores to Rs. 100 Crores and change/ modifications in terms of Loan, to facilitate future business and funding requirements.

The Board recommends the Special Resolution set out at Item No. 1 for approval of the Members.

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.

ITEM NO. 2

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, no company shall directly or indirectly:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate,

exceeding the limits prescribed under Section 186 of the Act unless prior approval of the Members by way of Special Resolution is obtained.

Considering the growing business operations of the Company and to facilitate strategic investments, business expansion opportunities, financial assistance to subsidiaries, associate companies, joint ventures, LLPs and other body corporates, the Company may be required to make investments, provide loans, guarantees or securities in excess of the limits specified under Section 186 of the Companies Act, 2013.

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Accordingly, approval of the Members is sought authorising the Board of Directors of the Company to make loans, investments, provide guarantees and/or securities up to an aggregate outstanding amount not exceeding Rs. 200,00,00,000 (Rupees Two Hundred Crores Only), notwithstanding that the aggregate of such loans, guarantees, securities and investments may exceed the limits prescribed under Section 186 of the Companies Act, 2013.

The proposed authorisation would enable the Company to achieve greater financial flexibility, optimum fund utilisation and efficient structuring of financial support for business requirements and growth opportunities.

The Board of Directors recommends the Special Resolution set out at Item No. 02 for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any, in the Company.

FOR ITEM NOS. 3 & 4:

Active Infrastructures Limited (“the Company”) is engaged in the business of execution of infrastructure and construction projects across various sectors including roads, bridges, water supply systems, sewage systems, heritage restoration works and other civil infrastructure projects for government authorities, public sector undertakings and private sector clients. The Company has established its presence primarily in the States of Maharashtra and Madhya Pradesh and has also expanded into commercial and institutional construction activities including development of office premises, educational institutions, commercial complexes and exhibition centres.

In the course of its business operations and to facilitate operational efficiency, business growth, project execution and financial requirements of the Company and its subsidiaries, the Company and/or its subsidiaries have entered into and/or propose to enter into certain related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) with related parties in accordance with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

All such transactions are proposed to be undertaken in the ordinary course of business and on arm’s length basis in compliance with the applicable provisions of the Companies Act, 2013, the Listing Regulations and the Policy on Related Party Transactions of the Company.

Further, pursuant to applicable provisions of the Listing Regulations, all related party transactions are placed before the Audit Committee for prior approval. The Audit Committee of the Company, comprising entirely of Independent Directors, has reviewed the details of the proposed transactions including their nature, material terms and business rationale and has accorded its approval after satisfying itself that the proposed transactions are at arm’s length basis and in the ordinary course of business.

In terms of Regulation 23 of the Listing Regulations, approval of the Members of the Company is required for material related party transactions where the value of the transaction(s), whether individually or taken together with previous transactions during a financial year, exceeds the lower of: (i) Rs. 1,000 Crores; or (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

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Accordingly, approval of the Members is being sought in respect of the related party transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) proposed under Resolution Nos. 3 & 4 of this Notice.

The relevant disclosures and particulars of the proposed related party transactions, as prescribed 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, are provided in the tables forming part of the explanatory statement below:

Table No. A-1: Transactions between the Achievers Ventures Private Limited Subsidiary Company with Raghukul Shradha Realty LLP (“RSRLLP”) (Step Down Subsidiary)

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 subsidiary Achievers Ventures Private Limited (“AVPL”) Name of the subsidiary’s related party Raghukul Shradha Realty LLP (“RSRLLP”) Relationship RSRLLP is an Entity where KMP’s of the Parent Company of AVPL have Significant Influence.
1(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. Mr. Nitesh Sanklecha also nominee of Achievers Ventures Private Limited (“AVPL”)- Designated Partner in Raghukul Shradha Realty LLP.
1(c)	Type, tenure, material terms and Particulars	Investment by way loan in the form of Current Capital for a period of 5 years till FY 2030-31.
1(d)	Value of the transaction	Transactions will be on arm’s length basis for a value upto Rs. 7,500 Lakhs.
1(e)	Percentage of annual consolidated turnover of the company and Standalone turnover of the subsidiary Company considering FY 2025-26 as the immediately preceding financial Year	77.67% of annual consolidated turnover of the Company for FY 2025-26. 16393.44% of annual Standalone turnover of the Company for FY 2025-26.
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	
2(i)	Details of the source of funds in connection with the proposed Transaction	The proposed funding shall be sourced from loans and/or financial assistance received by Achievers Ventures Private Limited from Active Infrastructures Limited

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		pursuant to the shareholder approval granted at the Extraordinary General Meeting held on September 27, 2025 and/or from the internal accruals of Achievers Ventures Private Limited, depending upon the availability of funds and business requirements at the relevant time.
2(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;	Nature of indebtedness: Unsecured Borrowings. Cost of funds: 10% or such higher rate as per be required. Tenure: 3 (Three) years from the date of disbursement, unless repaid earlier in accordance with the terms of the loan agreement.
2(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	The investment in capital shall be made on such terms and conditions as may be mutually agreed between the parties from time to time and in accordance with applicable laws.
2(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	For meeting current capital requirements, project execution requirements, business operations and general business purposes of RSRLLP.
3	Justification as to why the RPT is in the interest of the listed entity.	The proposed investment by AVPL in RSRLLP is intended to support project execution and business expansion activities. The transaction is expected to strengthen operational capabilities, improve execution efficiency and contribute to the overall growth and business prospects of the Company on a consolidated basis.
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	N.A. since Raghukul Shradha Realty LLP was incorporated on 18.05.2026 and no financial statements/turnover are presently available.
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.

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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 with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Name of the Related Party Achievers Ventures Private Limited (“AVPL”). 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 directorship/shareholding in the Company and AVPL.
c.	Type, tenure, material terms and particulars	Loans proposed to be granted to Achievers Ventures Private Limited, from time to time, aggregating up to Rs. 10,000 Lakhs (enhanced from the existing approved limit of Rs. 5,000 Lakhs), with a repayment tenure of up to 5 (Five) years from the respective date(s) of disbursement, for the remaining approved tenure up to FY 2029-30.
d.	Value of the transaction	Loans repayable within a tenure of 5 (Five) years from the respective date of first disbursement, for an aggregate value up to Rs. 10,000 Lakhs during the remaining approved tenure up to FY 2029-30 (enhanced from the existing approved limit of Rs. 5,000 Lakhs).
e.	Percentage of annual consolidated turnover of the Company considering FY 2025-26 as the immediately preceding financial year.	103.56% of annual consolidated turnover of the Company for FY 2025-26.
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 lending an amount aggregating to Rs. 10,000 Lakhs for remaining approved tenure till FY 2029-30 from its internal accruals to AVPL.
(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.

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(iii)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Loan amount will not exceed Rs. 10,000 Lakhs and will be provided in multiple tranches for the remaining approved tenure till 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 the provisions of the Companies Act, 2013.
(iv)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	AVPL will utilize the loan amount for its principal business activities.
3.	Justification as to why the RPT is in the interest of the listed entity.	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.
4.	Any valuation or other external report relied upon by the listed entity in relation to the transactions.	The Audit Committee comprising financially literate and experienced members has formed an opinion that the proposed RPTs are on an arm's length basis and in the ordinary course of business. 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.	21857.92 % of annual standalone turnover of AVPL for FY 2025-26.
6.	Any other information that may be relevant	All relevant and material information forming part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 has been provided hereinabove.

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.

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. 3 & 4 whether the entity is a related party to the particular transaction or not.

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The Board of Directors commends the Ordinary Resolutions set out at Item Nos. 3 & 4 of this Notice for approval by the members.

**By order of the Board of Directors
For Active Infrastructures Limited**

Sd/-

Aanchal Tembhre
Company Secretary & Compliance Officer
(Membership No: A67916)

REGISTERED OFFICE:

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Date: 25th May, 2026

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