

Date: December 09, 2025

To,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400051

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find enclosed herewith Notice of Postal Ballot dated December 09, 2025 that is being circulated electronically to the members on December 05, 2025 for seeking their approval by means of postal ballot through remote e-voting on the following business items:

S. No	Description of Resolution(s)	Type of Resolution
1	Increase of Authorized Share Capital of the Company and consequential amendment in the Memorandum of Association of the Company	Ordinary
2	Preferential Allotment of upto 80,00,000 (Eighty Lakhs Only) Equity Shares to the persons belonging to "Non-Promoter, Public Category"	Special
3	Approval of Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013	Special

The Postal Ballot Notice is being circulated to the members holding shares of the Company as on Cut-off date i.e., December 05, 2025, by e-mail to those Members who have already registered their e-mail address with their depository participant/s or the Company's Registrar and Share Transfer Agent.

The Company has engaged the services of KFin Technologies Limited (KFin) to provide remote e-voting facility to its Members. The e-voting facility will be available during the following period:

Commencement of e-Voting	Wednesday, December 10, 2025 (9:00 a.m. IST)
End of e-Voting	Thursday, January 08, 2026 (5:00 p.m. IST)

We request you to kindly take the above information on record and disseminate to all concerned.

You are requested to take the same on your records.

Yours faithfully,
For, Chavda Infra Limited

Mahesh G Chavda
Chairman and Managing Director
DIN No. - 06387556
Encl.: as above

CHAVDA

**POSTAL BALLOT NOTICE
OF
CHAVDA INFRA LIMITED**

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting vide General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other subsequent relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), to transact the special businesses as set out hereunder by passing Ordinary/Special Resolution, by way of postal ballot only, by voting through electronic means ('remote e-Voting').

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the Explanatory Statements pertaining to the proposed resolutions setting out the material facts and the rationale thereof form part of this Postal Ballot Notice ('Notice').

In accordance with Sections 108 and 110 of the Act read with the Rules and Regulation 44 of the SEBI Listing Regulations, the Company has engaged the services of the KFin Technologies Limited (KFin), an agency authorized by the MCA, to provide remote e-voting facility. The procedure for remote e-voting is detailed in the Notes to this Notice.

In compliance with abovesaid various 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. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Board of Directors of the Company has appointed M/s. B. S. Vyas & Associates (COP: 26078), Practicing Company Secretaries as the Scrutinizer, ("Scrutinizer") for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

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

Commencement of remote e-voting	From 9:00 a.m. (IST) on December 10, 2025
Conclusion of remote e-voting	up to 5:00 p.m. (IST) on January 08, 2026

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-voting by not later than 5.00 p.m. IST on January 08, 2026. The remote e-voting facility will be disabled by KFin thereafter.

After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/Executive Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or Company Secretary or by any person as may be authorized on or before January 10, 2026 and the same shall be communicated to the Stock Exchange, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. <https://www.chavdainfra.com/> and on the website of the KFin i.e. <https://evoting.kfintech.com/>

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. January 08, 2026.

SPECIAL BUSINESSES:

Item of businesses requiring consent of shareholders through Postal Ballot (remote e-voting):

1. INCREASE OF AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE MEMORANDUM OF ASSOCIATION 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 the provisions Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) and the Rules framed thereunder and the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members be and is hereby accorded for increase in the authorized share capital of the Company from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) comprising of 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity shares having face value of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) comprising of 3,50,00,000 (Three Crores Fifty Lakhs Only) Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, by creating additional equity share capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore) equity shares having face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

“V. The Authorized Share Capital of the Company is 35,00,00,000/- (Rupees Thirty-Five Crores Only) comprising of 3,50,00,000 (Three Crores Fifty Lakhs Only) Equity shares having face value of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or KMP of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. PREFERENTIAL ALLOTMENT OF UPTO 80,00,000 (EIGHTY LAKHS ONLY) EQUITY SHARES TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Companies Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under including any statutory modification(s) thereto or re-enactment thereof for the time being in force, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the listing agreement executed with the Stock Exchanges, where the shares of the Company are listed (“Stock Exchange”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (“RBI”), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, in one or more tranches, up to 80,00,000 (Eighty Lakhs Only) Equity Shares of the Company having face value of Rs. 10/- (Rupee Ten Only), to the persons belonging to “Non-Promoter, Public Category”, at an issue price of Rs. 114/- (Rupees One Hundred and Fourteen Only) per equity share (including a premium of Rs. 104/- per share), which is higher than the floor price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 91,20,00,000 (Rupees Ninety-One Crores Twenty Lakhs Only), on such further terms and conditions as detailed herein below, to the below mentioned person (“Proposed Allottee”):

S. No.	Name of the Proposed Allottees	Equity Shares to be allotted on Preferential basis Maximum Quantity for the respective allottee
1	Dhruva Keval Shah	2,72,727
2	Kajal Prashil Shah	5,90,909
3	Arunaben Vinodchandra Dhandhara	5,45,455

S. No.	Name of the Proposed Allottees	Equity Shares to be allotted on Preferential basis Maximum Quantity for the respective allottee
4	Jinshi Alpeshkumar Shah	5,95,455
5	Apurva Jain	15,40,909
6	Akalpya India Equity Fund	4,54,545
7	Manojkumar M Chaudhari	10,00,000
8	Dilip Shankarbhai Chaudhary	13,00,000
9	Akshay Rakesh Chaudhary	13,00,000
10	Javal Vishnukumar Patel	4,00,000
Total		80,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of Equity Shares to be allotted shall be Tuesday, December 09, 2025 (i.e. (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. January 08, 2026).

RESOLVED FURTHER THAT the equity shares to be allotted to Proposed Allottee shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- Proposed Allottee shall be required to pay 100% of the consideration, for the equity shares to be allotted, on or prior to the date of allotment thereof, from its bank account.
- The pre-preferential shareholding, if any, of Proposed Allottee and the equity shares to be allotted to Proposed Allottee shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- The equity shares to be allotted to Proposed Allottee as per this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted thereunder.
- The allotment of equity shares to Proposed Allottee shall be made in dematerialized form only.
- The allotment of equity shares will be completed within a period of 15 days from the date of passing of Special Resolution by Members, provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and / or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within a period of 15 days from the date of last such approval or within such further period(s) as may be prescribed or allowed by the SEBI, Stock Exchange(s) and / or Regulatory Authorities etc.
- The equity shares to be allotted shall rank pari-passu with the existing equity shares of the

Company in all respects including as to dividend and / or any other corporate actions / benefits, if any, for which the book closure or the record date falls subsequent to the allotment of the equity shares.

- g) The equity shares to be allotted shall be subject to the provisions of Memorandum and Articles of Association of the Company and other applicable laws, if any.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board or KMP may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or Executive Directors and / or Key Managerial Personnel of the Company be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as it / they may in its / their absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchanges for obtaining in-principle approvals, listing and trading of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and / or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of equity shares, signing of all the deeds and documents as may be required without being required to seek any further approval of Members.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

3. APPROVAL OF LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF 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 Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended

from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of **Rs. 700 Crores (Rupees Seven Hundred Crores Only)** in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

By order of the Board
For **Chavda Infra Limited**

Sd/-
Mahesh G Chavda
Chairman and Managing Director
DIN: 06387556

Date: December 09, 2025
Place: Ahmedabad

NOTES

1. The Explanatory Statement in terms of Section 102 of the Companies Act, 2013 ('the Act') and other applicable provisions, which sets out the details relating to the Special Businesses to be transacted through Postal Ballot, is annexed hereto.
2. 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, December 05, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013 (the 'Act'), 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 prepaid 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 on the Cut-off Date should treat this Notice for information purposes only
3. Shareholders may please note that this Notice will be available on the Company's website, website of the Stock Exchange at www.nseindia.com and on the website of KFin at <https://evoting.kfintech.com/>.
4. In compliance with provisions of Section(s) 108 and 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote E-Voting facility to all the Members of the Company.
5. E-voting period will commence on December 10, 2025, at 9:00 A.M. (IST) and ends on January 08, 2026, till 5:00 P.M. (IST). During this period, Shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, December 05, 2025, may cast their vote by Remote E-Voting. The voting rights of shareholder(s) for Remote E-voting shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. The Remote E-Voting module shall be disabled by KFin after the prescribed date and time for voting. Once the vote on resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
6. Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:
 - Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").
 - Physical mode can register their email ID with the Company or KFin. Requests can be emailed to infralimitedchavda@gmail.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

7. The Company has appointed M/s. B. S. Vyas & Associates (COP: 26,078), Practicing Company Secretary, as the Scrutinizer, ("Scrutinizer") for conducting the Postal Ballot process, in a fair and transparent manner.
8. After collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman/Executive Director or Company Secretary of the Company. The result of the Postal Ballot would be announced by the Chairman/Executive Director or Company Secretary or by any person as may be authorized on or before January 10, 2026 and the same shall be communicated to the Stock Exchange, where shares of the Company are listed i.e. www.nseindia.com and displayed along with the Scrutinizer's Report on the Company's Website i.e. <https://www.chavdainfra.com/> and on the website of the KFin i.e. <https://evoting.kfintech.com/>
9. The resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e. January 08, 2026.
10. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. December 05, 2025
11. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.

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

- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Company is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting only on the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.
- ii. Facility to exercise vote through remote e-voting will be available during the following period:





Commencement of Remote e-voting	End of Remote e-voting
December 10, 2025, at 9:00 A.M.	January 08, 2026, at 5:00 P.M.

- iii. The remote e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the above period, Members of the Company holding shares either in physical form or in dematerialised form, as on December 05, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. M/s. B. S. Vyas & Associates (COP: 26,078) has been appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The process and manner for remote e-voting is as under:

- a. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolutions set forth in this Notice. The instructions for remote e-voting are given herein below.
- b. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- c. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- d. The process and manner of remote e-voting is explained below:
 - i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - ii. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.js p. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the 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. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> i. Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and

	<p>password.</p> <ul style="list-style-type: none">iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.iv. Click on company name i.e. Chavda Infra Limited or ESP i.e. KFin.v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period. <p>3. Those not registered under IDeAS:</p> <ul style="list-style-type: none">i. Visit https://eservices.nsdl.com for registering.ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspiii. Visit the e-voting website of NSDL https://www.evoting.nsdl.com.iv. 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.v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.vii. Click on company name i.e Chavda Infra Limited or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div> App Store</div> <div> Google Play</div> <div></div> <div></div>
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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. User not registered for Easi/ Easiest <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Chavda Infra Limited’ or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against ‘Chavda Infra Limited’ or ‘KFin’. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN) – EVEN - 9341, USER ID and password. They will have to follow the following process:

- Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on “LOGIN”.
- You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the “EVEN” i.e., ‘Chavda Infra Limited’ and click on “Submit”
- On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- In case you do not desire to cast your vote, it will be treated as abstained.
- You may then cast your vote by selecting an appropriate option and click on “Submit”.
- A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the

resolution.

General Guidelines for Members:

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to inward.ris@kfintech.com with the subject line “Chavda Infra Limited Postal Ballot 2025-26”. and to the Scrutinizer at email id csbhargavvyas@gmail.com.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO

ITEM NO. 1

The shareholders may please be informed that at present the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs Only) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each and the paid-up share capital of the Company stands at Rs. 24,65,60,000/- Rupees Twenty-Four Crores Sixty-Five Lakhs Sixty Thousand Only) consisting of 2,46,56,000 (Two Crores Forty-Six Lakhs Fifty-Six Thousand Only) Equity Shares having face value of Rs.10/- (Rupees Ten Only) each.

The Board of Directors ("the Board") of the Company at their meeting held on December 08, 2025, have approved increase in authorized share capital of the company, in view of the Company's overall business growth, future expansion plans, fund-raising requirements, and operational needs and considering that there is presently only a limited headroom available between the authorized share capital and the paid-up share capital, from existing Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) comprising of 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity shares having face value of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) comprising of 3,50,00,000 (Three Crores Fifty Lakhs Only) Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, by creating additional equity share capital of Rs. 10,00,00,000/- (Rupees Ten Crores Only) consisting of 1,00,00,000 (One Crore) equity shares having face value of Rs. 10/- (Rupees Ten Only) each, ranking *pari-passu* in all respects with the existing equity shares of the Company and consequential changes in the capital clause V of the Memorandum of Association of the Company, subject to the approval of the Members.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and consequent alteration in the Memorandum of Association of the Company.

Your directors, therefore, recommend the ordinary resolution, as set forth in Item No. 1 of this Notice, for approval by the Members of the Company.

None of the Directors/ Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 1 above, except to the extent of their shareholding, if any.

ITEM NO. 2

The Special Resolution contained in Item No. 2 of the notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot to 80,00,000 (Eighty Lakhs Only) Equity Shares of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to "Non-Promoter, Public Category" at an issue price of Rs. 114/- (Rupees One Hundred and Fourteen Only) per equity share (including a premium of Rs. 104/- per share) Rs. 91,20,00,000 (Rupees Ninety-One Crores Twenty Lakhs Only), for cash on preferential basis.

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Monday, December 08, 2025.

The details of the issue and other particulars as required in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 160 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

1. Objects of the Preferential Issue

Our Company intends to utilize the proceeds raised through the Preferential Issue towards funding the following objects:

- (a) working capital requirements;
- (b) general corporate purpose
- (c) issue related expenses which includes “In-Principle application” fee to Stock Exchange, payment to be paid to ROC, Advisors/consultants to the issue, Registered Valuer, Registrar and Share Transfer Agents of the Company, e-voting agency, Depositories.

However, the funds to be used for General Corporate purposes shall not exceed twenty-five percent of the funds to be raised through this preferential issue.

The requirement stipulated in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crores.

Interim Use of Proceeds

Any pending utilization of the gross proceeds will be deposited exclusively with scheduled commercial banks listed in the second schedule of the Reserve Bank of India Act, 1934, in accordance with all applicable laws and regulations.

Monitoring of Utilization of Funds

As the issue size is less than ₹100 Crore (Rupees One Hundred Crore only), the Company is not required to appoint a credit rating agency as a monitoring agency in terms of regulation 162A of the SEBI ICDR Regulations.

Schedule of Implementation and Deployment of Funds

Since present preferential issue is for Equity Shares, entire issue proceeds in respect of shares shall be received by the Company at the time of allotment of equity shares in terms of Chapter V of the SEBI (ICDR) Regulation, and as estimated by our management, the entire proceeds received from the issue would be utilized for the all the above-mentioned objects, in phases, as per the company’s business requirements and availability of issue proceeds latest by March 31, 2027. However, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Monday, December 08, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to issue and allot 80,00,000 (Eighty Lakhs Only) Equity Shares of the Company having face value of Rs. 10/- (Rupee Ten Only), in one or more tranches, to the persons belonging to "Non-Promoter, Public Category", at an issue price of Rs. 114/- (Rupees One Hundred and Fourteen Only) per equity share (including a premium of Rs. 104/- per share), which is higher than the floor price determined in accordance with the provision of Chapter V of SEBI ICDR Regulations, payable in cash for aggregating amount of up to Rs. 91,20,00,000 (Rupees Ninety-One Crores Twenty Lakhs Only), for cash on preferential basis.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price Equity Shares to be allotted, shall be Tuesday, December 09, 2025 (i.e. being the date, which is 30 days prior to the date of passing of this resolution being the last date of remote e-voting i.e. January 08, 2026).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE). The Equity Shares are frequently traded in terms of the provisions of SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange has been considered for the purpose of price determination.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the equity shares in preferential issue has to be calculated as under:

- a. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; which computes to Rs. 110.44/- or
- b. the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date; which computes to Rs. 113.52/-.

Whichever is higher

In terms of the provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the equity shares may be issued computes to Rs. 113.52/- each.

Further, the valuation report in terms of Regulation 166A of SEBI ICDR Regulations from registered valuer is not statutorily required for the proposed allotment of warrants as there is no change in

control or allotment of more than 5% to any single allottee or any allottee alongwith persons acting in concert with him/her on post issue fully diluted share capital of the company. However, the Company has obtained a valuation report from an independent registered valuer as required by Articles of Association for determining the price. The price determined through Valuation report of Mr. Manish Manwani, Registered valuer (IBBI/RV/03/2021/14113) i.e., Rs. 113.52/- per equity share. The said report is available “on the website of the Company at https://www.chavdainfra.com/image/pdf-new/Final%20Valuation%20Report_Chavda%20Infra%20Limited.pdf

After considering the above, it was decided to issue these equity shares to be allotted on preferential basis to the proposed allottees at issue price of Rs.114/- each.

5. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 91,20,00,000 (Rupees Ninety-One Crores Twenty Lakhs Only)

6. Name and address of valuer who performed valuation:

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who fall under “Non-Promoter, Public Category” of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name(s) of the Proposed Allottees	Current Status	Post Status
1	Dhruva Keval Shah	Non-Promoter, Public Category	Non-Promoter, Public Category
2	Kajal Prashil Shah	Non-Promoter, Public Category	Non-Promoter, Public Category
3	Arunaben Vinodchandra Dhandhara	Non-Promoter, Public Category	Non-Promoter, Public Category
4	Jinshi Alpeshkumar Shah	Non-Promoter, Public Category	Non-Promoter, Public Category
5	Apurva Jain	Non-Promoter, Public Category	Non-Promoter, Public Category
6	Akalpya India Equity Fund	Non-Promoter, Public Category	Non-Promoter, Public Category
7	Manojkumar M Chaudhari	Non-Promoter, Public	Non-Promoter, Public

		Category	Category
8	Dilip Shankarbhai Chaudhary	Non-Promoter, Public Category	Non-Promoter, Public Category
9	Akshay Rakesh Chaudhary	Non-Promoter, Public Category	Non-Promoter, Public Category
10	Javal Vishnukumar Patel	Non-Promoter, Public Category	Non-Promoter, Public Category

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the promoters, directors, key managerial personnel or senior management promoters are subscribing any securities in the proposed issue.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

Category	Pre-Issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
	No. of fully paid up equity shares held	% ^{\$}		No. of fully paid up equity shares held	% [*]
A) Promoter Shareholding					
Indian					
a) Individuals & HUF	1,79,99,500	73.00	0	1,79,99,500	55.12
b) Body Corporates	0	0.00	0	0	0.00
c) Any Other(specify)	0	0.00	0	0	0.00
Sub Total (A)(1)	1,79,99,500	73.00	0	1,79,99,500	55.12
2) Foreign Promoters	0	0	0	0	0
Total Promoter Shareholding A=A1 +A2	1,79,99,500	73.00	0	1,79,99,500	55.12
B) Public Shareholding					
B1) Institutions (Domestic)	0	0.00	4,54,545	4,54,545	1.39
B2) Institutions (Foreign)	0	0.00	0	0	0.00
B3) Central Govt./State Govt./POI	0	0.00	0	0	0.00
B4) Others					
a) Individuals	55,59,500	22.55	75,45,455	1,31,04,955	40.13
b) Body Corporate	5,62,000	2.28	0	5,62,000	1.72
c) NRI	1,93,000	0.78	0	1,93,000	0.59
d) Others (HUF)	3,42,000	1.39	0	3,42,000	1.05

Total Public Shareholding B=B1+B2+ B3+B4	66,56,500	27.00	80,00,000	1,46,56,500	44.88
C) Non-Promoter - Non-Public	0	0	0	0	0
Total Share Capital(A+B+C)	2,46,56,000	100.00	80,00,000	3,26,56,000	100.00

(1) ^sThe pre-issue shareholding pattern is based on the latest BENPOS available with the Company i.e. December 05, 2025

(2) *These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 32,65,60,000 divided into 3,26,56,000 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming allotment of equity shares.

(3) Post shareholding structure may change depending upon any other corporate action in between.

(4) Upon allotment of equity shares, the paid-up share capital of the Company is expected to exceed Rs. 25 crores. Accordingly, in accordance with the proviso to Regulation 280(2) of the SEBI (ICDR) Regulations, 2018, the Company undertakes to comply with the provisions of the SEBI (LODR) Regulations, 2015 that become applicable to Main Board-listed entities upon crossing the paid-up capital threshold of Rs. 25 crores.

15.The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

S.No	Name	Pre-Issue Shareholding Structure		No. of Equity shares to be Allotted	Post Equity Shareholding		Name of ultimate beneficial owners
		No. of shares	% ^s		No. of shares	% [#]	
1	Dhruva Keval Shah	0	0.00	2,72,727	2,72,727	0.84	NA [@]
2	Kajal Prashil Shah	0	0.00	5,90,909	5,90,909	1.81	NA [@]
3	Arunaben Vinodchandra Dhandhara	0	0.00	5,45,455	5,45,455	1.67	NA [@]
4	Jinshi Alpeshkumar Shah	0	0.00	5,95,455	5,95,455	1.82	NA [@]
5	Apurva Jain	0	0.00	15,40,909	15,40,909	4.72	NA [@]
6	Akalpya India Equity Fund	0	0.00	4,54,545	4,54,545	1.39	Prashil Sanjaykumar Shah
7	Manojkumar M Chaudhari	55,000	0.22	10,00,000	10,55,000	3.23	NA [@]
8	Dilip Shankarbhai Chaudhary	0	0.00	13,00,000	13,00,000	3.98	NA [@]
9	Akshay Rakesh Chaudhary	29,000	0.12	13,00,000	13,29,000	4.07	NA [@]
10	Javal Vishnukumar Patel	0	0.00	4,00,000	4,00,000	1.22	NA [@]

@being individual

(1) ^sThe pre-issue holding is based on the latest BENPOS available with the Company i.e. December 05, 2025.

(2) [#]These percentages have been calculated on the basis of post preferential issue capital i.e. Rs. 32,65,60,000 divided into 3,26,56,000 Equity Shares of Rs. 10/- (Rupee Ten Only) each assuming allotment of equity shares.

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said equity shares will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year 2025-26, the Company has not made any allotment on preferential basis till the date of this Notice.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects

20. Lock-in Period:

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from M/s. B. S. Vyas & Associates (COP: 26078), Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available on the website of the Company at <https://www.chavdainfra.com/image/pdf-new/PCS%20Compliance%20Certificate.pdf>

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as willful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.
- ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.
- iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.
- iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.
- v) The Company hereby undertakes that, upon allotment of equity shares, its paid-up share capital is expected to exceed Rs. 25 crores. Accordingly, in terms of the proviso to Regulation 280(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company confirms that it shall comply with all applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that apply to entities listed on the Main Board.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 2 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 2 for your approval by way of a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 2 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

ITEM NO. 3

The Company is expected to render support for the business requirements of other companies in the group from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the group.

In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions of Section 185 of the Companies Act, 2013, the Company, with the approval of members by way of Special Resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may further note that previously, when the Company was unlisted, the shareholders had passed a Special Resolution under Section 185 wherein the approval was granted with an overall limit of ₹5,000 crore. The Company now proposes to revise, rationalise and decrease this limit to ₹700 crore in line with its present business requirements and regulatory framework, and hence seeks fresh approval of the members by way of a Special Resolution.

The members may note that the Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for the principal business activities of the entities in the Group Companies.

Hence, in order to enable the Company to advance loan to Subsidiaries / Joint Ventures / Associates / other Companies / Firms in which Directors are interested directly or indirectly, approval of members by a Special Resolution under Section 185 of the Companies Act, 2013 is required.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

The Board recommends the passing of the special resolution set out at item No. 3 of accompanying notice.

By order of the Board
For **Chavda Infra Limited**

Sd/-
Mahesh G Chavda
Chairman and Managing Director
DIN: 06387556

Date: December 09, 2025
Place: Ahmedabad