

Global Infratech & Finance Limited

CIN: L65921MH1995PLC248335

Regd. Office: A-401, Pearl Arcade, Opp. P. K. Jewellers, Dawood Baug Lane, Off. J P Road,
Andheri (W), Mumbai – 400 058

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POSTAL BALLOT NOTICE

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act"), as amended and in force read with the Companies (Management and Administration) Rules, 2014 ("Rules"), including any statutory modifications or re-enactment thereof for the time being in force and other applicable laws and regulations, various circulars issued by Ministry of Corporate Affairs (MCA), the resolutions appended below are proposed to be passed by the Members of the Company by way of voting by electronic means ("e-voting").

The Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the resolution setting out the material facts concerning this resolution and the rationale thereof forms part of this Postal Ballot Notice for your consideration.

The Board of Directors of the Company at its meeting held on December 2, 2025, appointed Ms. Kriti Daga, Practicing Company Secretary, (Membership No. ACS- 26425 & C.P. No. 14023) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.

In accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 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, December 8, 2021, 10/2022 dated 28th December 2022, 09/2023 dated September 25, 2023 and recent MCA Circular No. 09/2024 dated September 19, 2024 (hereinafter collectively referred to as the "MCA Circulars") and any other applicable provisions of the Laws and Regulations including any statutory modification(s) or pre-enactment thereof for the time being in force and as amended from time to time, approval of shareholders of Global Infratech & Finance Limited (the "Company") is being sought through **Postal Ballot only by way of electronic means ("Remote E-voting")** in relation to the various Resolutions as set out in the Postal Ballot Notice ("Notice") dated December 2, 2025.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India, each as amended, the Company is offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing e-voting facility to all its Members.

Upon votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him in writing. The result of the e-voting on proposed resolutions as set out in Notice dated December 2, 2025, will be announced not later than 2 working days of conclusion of the e-voting. The said results would be displayed at the Registered Office of the Company and intimated to the BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.globalinfracfin.in and on the website of NSDL www.evoting.nsdl.com

SPECIAL BUSINESS

1. To alter Main Objects clauses of the Memorandum of Association of the Company and to amend Memorandum of Association of the Company to align with 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 4, 13, 15 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, if any, the consent of the members of the Company be and is hereby accorded for replacement of below mentioned object clause in place of the existing object clauses number 3 and 4 in the Memorandum of Association of the Company:

3. *To carry on the business of biomass, bio-energy and related products and to engage in the manufacture, processing, conversion, refinement, storage, trading, import, export, supply and distribution of all kinds of biomass, agricultural waste, forest residues, crop residues, wood chips, sawdust, bagasse, briquettes, pellets, bio-char, and all other biomass-based fuels and materials; and to establish, set up, operate or maintain briquetting plants, pellet plants, biomass processing units, waste-to-energy systems, and allied facilities for producing biomass fuels or value-added bio-energy products.*
4. *To establish and operate biomass-based energy and waste-management projects to set up, acquire, manage or operate biomass power plants, co-generation plants, steam/heat generation units, gasifiers, pyrolysis systems, bio-thermal energy systems and other renewable-energy projects; to carry out collection, aggregation, storage, transportation, and supply chain management of biomass feedstock; to undertake EPC, installation, commissioning, operation & maintenance, consultancy,*

research, development, technical services, and to undertake all activities related to sustainable waste management, agricultural residue management, carbon credits, RECs, environmental conservation and renewable-energy initiatives.

"RESOLVED FURTHER that pursuant to Sections 4 and 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, and subject to all necessary approvals, the consent of the Members be and is hereby accorded to alter and amend the Memorandum of Association of the Company so as to bring it in conformity with the provisions of the Companies Act, 2013."

"RESOLVED FURTHER that the draft Memorandum of Association incorporating all the proposed alterations and amendments, as placed before the meeting, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto""

2. To adopt new set of Articles of Association of the Company in line with Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the memorandum and articles of association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the regulations contained in the Articles of Association placed before the meeting and duly initialed be and are hereby replaced, altered, modified and revised as per the new set of Articles of Association, and the new set of Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in the place and in exclusion and substitution of the existing Articles of Association of the Company;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto"

By Order of the Board
For **GLOBAL INFRA TECH & FINANCE LIMITED**

S/d-
MOHIT BAJAJ

DIN: 05187542
Managing Director

Place: Mumbai

Date: December 2, 2025

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out material facts relating to the Resolutions and reasons thereof, is annexed hereto and forms part of this notice.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and Rule 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2, and the MCA circulars, the Company is pleased to provide Remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-voting is mentioned in note no. 11 hereunder.
3. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) ("the Depositories") as on Friday, November 28, 2025, (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Share Registry (India) Private Limited ("RTA").
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.globalinfrafin.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. As per the MCA Circulars, physical copies of the Postal Ballot 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 remote e-voting only. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its members.
5. **The e-voting/remote e-voting will commence from Sunday, December 7, 2025 at 9.00 AM and will conclude on Monday, January 5, 2026 at 5.00 PM.**
6. The Board of Directors of the Company at its meeting held on December 2, 2025 appointed Ms. Kriti Daga, Practicing Company Secretary, (Membership No. ACS- 26425 & C. P. No. 14023) as the Scrutinizer to conduct the e-voting process in a fair and transparent manner.
7. Voting rights will be proportionate to paid-up value of shares registered in the name of the Members on the cut-off date i.e. **Friday, November 28, 2025**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by electronic mode only i.e. by e-voting.
8. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 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, the Company is pleased to provide voting by electronic means ("e-voting") facility to

the Members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.

9. The Resolution, if passed by requisite majority, will be deemed to be passed as if it has been passed the resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. January 05, 2026.
10. The relevant documents referred to in the Notice and the Statement will be available for inspection by the Members of the Company at the website of the Company vide www.globalinfrafin.com.
11. Instructions for e-voting are as under:

A. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 Aadhaar Card) by email to RTA / Company email id at support@purvashare.com or asianlakcfl@gmail.com.

For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) to RTA / Company email id at support@purvashare.com or asianlakcfl@gmail.com.

The Company/RTA shall co-ordinate with NSDL and to provide the login credentials to the above mentioned shareholders.

B. Voting through Electronic means -

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Members are provided with the facility to cast their vote electronically only. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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 NSDL.	<ol style="list-style-type: none"> 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-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 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/IdeasDirectReg.jsp 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 held 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 options available against company name or e-Voting service

	provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 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 i.e. NSDL where the e-Voting is in progress.
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. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022- 23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
 - Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

	<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
<p>5. Password details for shareholders other than Individual shareholders are given below:</p> <ol style="list-style-type: none"> If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. How to retrieve your 'initial password'? <ol style="list-style-type: none"> If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <ol style="list-style-type: none"> Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p>		

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskritidaga@gmail.com with a copy marked to evoting@nsdl.co.in.
- 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.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-

voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Manager at Email ID: evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 asianlakcfl@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to asianlakcfl@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

OTHER INSTRUCTIONS

1. The Scrutinizer shall immediately after the conclusion of e-voting period, through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the e-voting, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him, who shall countersign the same. The Scrutinizer's decision will be final and binding.
2. The results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.globalinfrafin.in and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS:

(Pursuant to Sec.102 of the Companies Act, 2013)

Item No. 1:

To alter the Object Clauses of the Memorandum of Association of the Company and to align with the Companies Act, 2013:

It is brought to the attention of the Shareholders that as per main object of the Memorandum of Association of the Company, the Company is authorized to carry on the business of Finance & Investments, Software development business, businesses of Information & Technologies, businesses of immovable properties, more specifically stated in the Memorandum of Association of the Company, copy of which is available on the website of the Company www.globalinfrafin.in.

Now the Company is willing to enter into the businesses of biomass, bio-energy and related products, biomass-based energy and waste-management projects etc. The said new business segment will help in growth of the Company and will be beneficial for the Investors.

In order to do the same, it is proposed to replace existing Clauses number 3 and 4 under Part-(A) of Clause III of the Memorandum of Association of the Company. Pursuant to Section 13 and other applicable provisions, if any, of the Act, approval of the shareholders of the Company is required to alter the Main Object Clause of Memorandum of Association of the Company as a special resolution. The Board on December 2, 2025 has approved alteration of Main Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders and other applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 etc., including applicable rules or amendments, if any through postal ballot process.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting.

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

The Board recommends the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution.

Item No. 2:

To adopt new set of Articles of Association of the Company in line with Companies Act, 2013:

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the Monday, January 5, 2026, the last date of casting votes.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

By Order of the Board
For **GLOBAL INFRA TECH & FINANCE LIMITED**

Place: Mumbai
Date: December 2, 2025

S/d-
MOHIT BAJAJ
DIN: 05187542
Managing Director