

**NOTICE****TO THE MEMBERS**

NOTICE is hereby given that the 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Members of AJWANI INFRASTRUCTURE PRIVATE LIMITED will be held on Wednesday, the 30<sup>th</sup> September 2020 at 12 Noon at the Registered Office of the Company at 301, Supreme Square, Parihar Chowk, D. P. Road, Aundh, Pune – 411 007, to transact the following business :

**ORDINARY BUSINESS :**

1. To receive, consider, approve and adopt the Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March 2020 and statement of Profit & Loss Account alongwith Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors report thereon;
2. To declare Equity Dividend, if any, on Equity shares for the financial year ended 31<sup>st</sup> March 2020.
3. To re-appoint Statutory Auditors and to fix their remuneration :

**"RESOLVED THAT** pursuant to provisions of section 139 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification thereto or re-enactment thereof for the time being in force, Members of the Company do hereby give their approval to appoint Bhagwanani & Kulkarni Chartered Accountants bearing firm registration number 115829W as the Statutory Auditors of the Company for a period of Five (5) years i.e. from the conclusion of Thirty-third Annual General Meeting till the conclusion of Thirty-eighth Annual General Meeting, to audit the accounts of the Company.

**RESOLVED FURTHER THAT** the Board is authorised by the Members to fix the remuneration to be paid to the Statutory Auditor for the above mentioned period.

**RESOLVED FURTHER THAT** Mr. Navin G. Ajwani, DIN: 00205675, Managing Director, Mr. Sunil G. Ajwani, DIN: 00214748 Joint Managing Directors, of the Company, be and are hereby severally authorised to make such modifications in the foregoing as they may, in their discretion, consider necessary, expedient or desirable in the interest of the Company and to do all such acts, deeds, matters and things to give effect to the above resolution".

**SPECIAL BUSINESS :**

1. To reappoint the Directors Mr. Kanahiyalal Shambhu Thussu and Mr. Kurra Venkata Krishna Rao for a period of 1 year.

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

**"RESOLVED THAT** pursuant to provisions of Section 152 and any other applicable of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Article 23 of Articles of Association of the Company, Mr. Kanahiyalal Shambhu Thussu and Mr. Kurra Venkata Krishna Rao who were appointed as Directors at the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2019, and who holds office up to the date of this Annual General Meeting, be and are hereby appointed as the Directors for the tenure of one year, from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting,

**RESOLVED FURTHER THAT** in view of the following peculiarities of the office of Directorship of Mr. Kanahiyalal Shambhu Thussu and Mr. Kurra Venkata Krishna Rao :-

1. They are Professional Directors and not the Promoters of the Company
2. They do not have any financial involvement in the company
3. Their tenure is limited i.e. upto the next Annual General Meeting of the Company,

No personal guarantee can be taken from them with respect to any debt, whether present or in future taken by the Company, from any bank, financial institution or otherwise.

**AJWANI INFRASTRUCTURE PVT. LTD.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution any Director of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things, as may be required”.

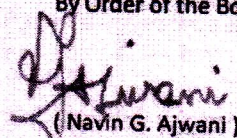
2. To regularise the appointment of Mr. Pritish Navin Ajwani as Director of the Company :

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pritish Navin Ajwani, DIN: 08045073, who was appointed as Additional Director on 6<sup>th</sup> August, 2020 and who holds office as such upto the date of the ensuing Annual General Meeting of the Company be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”.

By Order of the Board,



(Navin G. Ajwani)

DIN : 00205675

Managing Director

Address : 401, Mangal Swagat CHS, Plot No. 37,

Kantwadi Road, Bandra (West), Mumbai – 400 050.

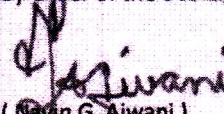
Pune,  
8<sup>th</sup> September, 2020

**Notes :**

- (a) A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint one or more proxy to attend and vote on a poll, instead of himself / herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members upto and not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights provided that a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. Proxies in order to be effective, should be duly completed, stamped and must be deposited at the registered office of the company not less than forty-eight hours before the time for commencement of the meeting.
- (b) Every member entitled to vote at the Meeting of the Company can inspect the proxies lodged at the Company at any time during the normal business hours of the Company during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.
- (c) The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection by the Members at the Meeting.
- (d) Route map to the venue of the Meeting is provided at the end of the Notice.

Pune,  
8<sup>th</sup> September, 2020

By Order of the Board,



( Nalin G. Ajwani )

DIN : 00205675

Managing Director

Address : 401, Mangal Swagat CHS, Plot No. 37,  
Kantwadi Road, Bandra (West), Mumbai – 400 050.

**AJWANI INFRASTRUCTURE PVT. LTD.**

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM 1:**

Mr. Kanahiyalal Shambhu Thussu (DIN : 01513438) and Mr. Kurra Venkata Krishna Rao (DIN : 07000591) reappointed as the Directors on 26<sup>th</sup> September, 2019 by the members at the Annual General Meeting of the Company as per the provisions of Section 152 of the Companies Act, 2013. The office of the Director expires at the ensuing Annual General Meeting.

Mr. Kanahiyalal Shambhu Thussu and Mr. Kurra Venkata Krishna Rao has accorded their consent to act as Director of the Company. Therefore, the Shareholders are requested to approve their reappointment as the Directors of the Company for 1 more year.

**ITEM 2:**

Mr. Pritish Navin Ajwani was appointed as an Additional Director of the Company with effect from 6<sup>th</sup> August, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Pritish Navin Ajwani is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Board is of the view that the appointment of Mr. Pritish Navin Ajwani as a Director is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Pritish Navin Ajwani himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**FORM OF PROXY**

I / We, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ in the District of \_\_\_\_\_ being a Member (s) of AJWANI  
INFRASTRUCTURE PRIVATE LIMITED, hereby appoint the Chairman of the Company, or failing him,  
\_\_\_\_\_ of \_\_\_\_\_ in the District of \_\_\_\_\_ as my / our Proxy to attend and  
vote for me / us on my / our behalf at the 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Company to be held on 30<sup>th</sup> September  
2020, and at any adjournment (s) thereof.

Signed this ..... day of September 2020.

Firstnamed Shareholder : .....

Secondnamed Shareholder : .....

Affix Re.1/- Revenue Stamp
-------------------------------------

NOTE : Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.

AJWANI INFRASTRUCTURE PVT. LTD.

### ROUTE MAP

#### DETAILS OF THE VENUE OF THE ANNUAL GENERAL MEETING

Address : 301, SUPREME SQUARE, PARIHAR CHOWK, D. P. ROAD, AUNDH, PUNE MH 411007 INDIA

