

## NOTICE

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Notice is hereby given that the **23<sup>rd</sup> Annual General Meeting** of the Members of **Setubandhan Infrastructure Limited** will be held on Monday, September 30, 2019 at 10:00 a.m. at The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik - 422002 to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Prakash Laddha, who retires by rotation as a Director and in this regard, 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 of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prakash Laddha (DIN: 00126825), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s GAG and Associates, Chartered Accountants (Registration No. 009758C), be and are hereby appointed as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting from this Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

By order of the Board of Directors

Date : August 14, 2019  
Place : Nashik

**Sushil Ladda**  
*Company Secretary*

Registered Office

The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik 422002

CIN: L45200MH1996PLC095941 | Website: [www.prakashconstro.com](http://www.prakashconstro.com)

Email: [compliance@prakashconstro.com](mailto:compliance@prakashconstro.com) | Phone: +91 253 2315269

## NOTES

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.**

**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.**

2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
3. Members / proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Monday, the September 23, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 23<sup>rd</sup> Annual General Meeting.
8. The Annual Report 2018-19, the Notice of the 23<sup>rd</sup> Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited.
10. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are

requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.

11. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00 a.m. to 01:00 p.m. prior to the date of 23<sup>rd</sup> Annual General Meeting of the Company.
12. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
15. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
16. 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 from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
17. The Board has appointed Ms. Yogita A Dhoot (ACS No: 47197, COP No: 18714), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.
18. The e-voting period commences on Thursday, September 26, 2019 at 9:00 a.m. and ends on Sunday, September 29, 2019 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. September 23, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. September 23, 2019. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
19. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their

votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

20. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
21. The Scrutinizers shall immediately after the conclusion of the voting at the 23<sup>rd</sup> Annual General Meeting, first count the votes of the valid poll paper cast at AGM. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chairperson or a person authorized by him in writing, who shall countersign the same. The result of the voting along with the Scrutinizer's report will be announced within forty-eight hours of the conclusion of the 23<sup>rd</sup> Annual General Meeting at the Registered Office of the Company.
22. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.prakashconstro.com](http://www.prakashconstro.com) and on the website of CDSL and shall also be intimated to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are listed.
23. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent landmark near the venue is Ved Mandir (Trimbak Road).
24. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board of Directors

Date : August 14, 2019  
Place : Nashik

**Sushil Ladda**  
*Company Secretary*

Registered Office  
The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik 422002  
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## Additional Information of Director recommended for appointment / re-appointment

(Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

### 1. Mr. Prakash Laddha

Age	:	64 Years
Date of Appointment on the Board	:	July 7, 2018
Qualification	:	Graduate
Nature of Expertise in functional areas	:	Experience - 3 decades in the field of construction. Strategist who foresees opportunities, new horizons, gives an impetus to achieve desired goals. Under his able stewardship Setubandhan Infrastructure Limited (formerly known as Prakash Constrowell Limited) is emerging as one of the leading infrastructure company in Maharashtra.
Terms and conditions of Appointment	:	He was appointed as a Non-Executive Director, liable to retire by rotation
Shareholding in the Company as on March 31, 2019	:	25000000 (19.89%)
Relationship with other Directors / Key Managerial Personnel	:	Not Applicable
Number of meetings of the Board attended during the year	:	7
Directorships of other Boards as on March 31, 2019	:	1. Pentagram Projects Private Limited 2. Bhumit Real Estate Private Limited 3. Plconmat Supplier Private Limited 4. Mohini Buildcon Private Limited 5. Mutex I T Solutions Private Limited 6. Ram Buildwel Private Limited 7. Atal Buildwell Private Limited 8. Perfect Aggregates Private Limited 9. Navalji Cotspin Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	:	Nil

By order of the Board of Directors

Date : August 14, 2019

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## Route Map to the Venue of the 23<sup>rd</sup> Annual General Meeting

Venue : The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik 422002

Landmark : Ved mandir (Trimbak Road)

