

DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: dhenubuildcon@gmail.com Website: www.dhenubuildconinfra.com

Date: 29th August, 2019

To,
The Manager
Department of Corporate Services,
BSE Limited,
Phirozee Jeejeeboy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: **Annual General Meeting & Book Closure Notice**
(Board Meeting -Start time: 1:30 pm & End time: 2:50 pm)

Ref.: Scrip ID: DHENU BUILD
Scrip Code: 501945

Dear Sir/Ma'am,

The 111th Annual General Meeting of the Members of **Dhenu Buildcon Infra Limited** is scheduled to be held on **Monday, September 30, 2019 at 11:00 a.m.** at **Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai - 400053.**

Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, Register of Members & Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive) for the purpose of 111th Annual General Meeting of the Company to be held on 30th September, 2019.

The **Cut-off date** for reckoning the voting rights of the members for remote e-voting and voting at the AGM venue is **23rd September, 2019.** The remote e-voting period commences on Friday, 27th September, 2019 at 09:00 AM and will end on Sunday, 29th September, 2019 at 05:00 PM (both days inclusive).

The notice of **111th Annual General Meeting** stating all the businesses transacted including all required resolutions to be passed at AGM is enclosed. The explanatory statement as per Section 102 of Companies Act, 2013 including attendance sheets, Proxy Form and Ballot papers are also enclosed.

Newspaper advertisement of Notice of 111th Annual General Meeting including book closure intimation and e-voting disclosure along with other required details will be published in the newspaper for shareholders, shortly, in compliance with the provision of Companies Act, 2013 and pursuant to Regulation 47 of SEBI (LODR), Regulations, 2015.



The above is for your information and dissemination to the public at large.

Kindly take the same on your records.

Thanking you

Yours faithfully,

For Dhenu Buildcon Infra Limited

Vikas



VIKASH MAHARISHI

Director

DIN: 07073642

Encl: As above.

DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: dhenubuildcon@gmail.com Website: www.dhenubuildconinfra.com

NOTICE

Notice is hereby given that the **111th** Annual General Meeting of the members of **DHENU BUILDCON INFRA LIMITED** will be held on **Monday, 30th September, 2019 at 11.00 A.M.** at **Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai - 400053** to transact the following business: -

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 and Director's and Auditor's Report thereon as on 31st March 2019.**
- 2. To appoint a Director in place of Mr. Vikash Maharishi (DIN: 07073642), who retires by rotation and being eligible, offers himself for reappointment.**

SPECIAL BUSINESS:

- 3. To regularize and appoint Ms. Jenifer John Machado (DIN: 07916179) as Director**

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 Sections 149 and 152 read with other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Jenifer John Machado (Holding DIN: 07916179)** who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 29th August, 2019 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice under Section 160 of the Companies Act, 2013 from the member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, whose term of office shall be subject to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized do all such acts, deeds, matters and things as may be necessary and sign and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

- 4. Reappointment of Mr. Shivanand Rama Hemmady (DIN:00838098) as an Independent Director of the Company.**

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 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (the 'Act') and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Shivanand Rama Hemmady (DIN:00838098), who was appointed as an Independent Director at 106th Annual General Meeting of the Company held on 30th September, 2014, for a term of five consecutive years, upto the conclusion of the 111th Annual General Meeting of the Company and who is eligible for reappointment and has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Mr. Hemmady as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years i.e., from 30th September 2019 upto 29th September, 2024.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution."

5. To appoint Ms. Mamtaben Hasmukhbhai Kabariya (DIN: 06559357) as an Independent Director of the Company and in this regard to consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Mamtaben Hasmukhbhai Kabariya (DIN:06559357), who has been appointed as an Additional Director by the Board of Directors of the Company w.e.f. 22nd April, 2019 in terms of Section 161(1) of the Act and who holds office till the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director and in respect of which Ms. Mamtaben has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from 30th September 2019 upto 29th September, 2024 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

6. To re-appoint Mr. Piyush Mehta as a Manager and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with schedule V thereof, the recommendation of Nomination & Remuneration Committee

and the Board of Directors, the consent of members of the Company be and is hereby accorded to re-appoint Mr. PiyushMehta as Manager of the Company for a period of 5 years commencing from 30th September, 2019 to 29th September, 2024 on such remuneration and terms and conditions as set out in the Explanatory Statement annexed with the notice herewith with liberty and authority to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to the Board/Nomination and Remuneration Committee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution and to file e-forms to the Registrar of Companies, Mumbai."

7. To approve transactions with related parties under section 188 of the companies act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (the 'Rules'), and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Company be and is hereby accorded to authorize the management of the Company to enter into Related Party Transactions, Contracts or Arrangements including Material Related Party Transactions, Contracts or Arrangements as may be appropriate with related parties as defined under the Act, from the Financial Year 2019-20 onwards for each Financial Year up to the maximum amount per annum as per details provided hereunder :

Name of the Related Parties	Name of interested Director(s) / KMP(s)	Nature of relationship	Nature of Transaction	Estimated transaction value for the financial year ending 31st March, 2020 (Rs. in Lakhs)
Mumbadevi Finance Investment Company Private Limited	Mr. Vikash Maharishi	Director Mr. Vikash Maharishi is director in Related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	100
Navyug Telefilms Private Limited	Mr. Vikash Maharishi	Director Mr. Vikash Maharishi is director in Related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	100

Subhkam Multimedia Pvt. Ltd.	Mr. Vikash Maharishi	Director Mr. Vikash Maharishi is director in Related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	100
Pranjal Trading Company Private Limited	Mr. Vikash Maharishi	Director Mr. Vikash Maharishi is director in Related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	100
Sunsitara Multitrade Private Limited	Mr. Vikash Maharishi	Director Mr. Vikash Maharishi is director in Related Company	Forms part of item 7 of Explanatory Statement annexed to this Notice	100

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include any committee constituted by the Board of Directors of the Company or any person(s) authorized by the Board to exercise the powers conferred on the Board of Directors of the Company by this Resolution) be and is hereby authorised to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubts that may arise with regard to the said transactions and to finalize and execute all such agreements, deeds, documents and writings and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or any other officer(s) of the Company as it may consider appropriate in order to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in respect of the aforesaid resolution be and are hereby approved, ratified and confirmed in all respect.

**By and on behalf of Board of Directors
For Dhenu Buildcon Infra Limited**

Registered Office:
Office No. 4, Building No.4,
Vahatuk Nagar, Amboli,
Andheri (West), Mumbai - 400 058.

**Sd/-
Vikash Maharishi
Director
DIN: 07073642**

**Date: 29th August, 2019
Place: Mumbai**

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' or ' THE MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting, either in person or through post. A proxy form is sent herewith.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 (the 'Act') read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 proxy for any other person or shareholder. If shares are held jointly, proxy form must be signed by all the members. If proxy form is signed by authorized representative of body corporate or attorney, certified copy of board resolution / power of attorney / other authority must be attached with the proxy form.

2. An Explanatory Statement pursuant to Section 102 of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto as **ANNEXURE I** to the Notice.
3. The members/ proxies are requested to bring their copy of the Annual Report to the meeting along with duly filled in attendance slips for attending this meeting.
4. Members / Proxy coming to attend the Annual General Meeting are requested to carry their original photo ID(passport/driving license/ voter's card/PAN card) proof with them for the purpose of verification at the venue.
5. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
6. 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.
7. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
8. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 in respect of Director retiring by rotation and being re-appointed along with the directors appointed has been provided in the **ANNEXURE II** to this Notice.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both days inclusive) in connection with the AGM.

10. Members holding shares in physical mode and who have multiple accounts in identical names or joint accounts in the same order are requested to send all their relevant share certificates to the RTA for consolidation to one account to facilitate better service.
11. Members who hold shares in dematerialized form are requested to bring details of their demat account (DPID and client ID) for speedy and easier identification of attendance at the meeting.
12. Corporate Members intending to send their authorized representative to attend the AGM pursuant to Section 113 of the Act are requested to send a duly certified copy of the Resolution authorizing their representative to attend and vote at the meeting.
13. Relevant documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday between 11.00 AM to 1.00 PM upto the date of the Meeting.
14. Members are requested to notify immediately any change in their address, bank account details and / or e-mail id to their respective Depository Participant (DP) in respect of their electronic shares / demat accounts and in respect of physical shareholding, to the Registrar and Transfer Agent (RTA) of the Company at M/s. Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri (East), Mumbai 400059 Tel: 022 62638200 Fax: 022 62638299 Email id.: info@bigshareonline.com
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013 read with the Rules made thereunder are requested to send the prescribed Form SH-13 to the Registered Office of the Company. Any change or cancellation of the nomination already given is to be given in Form SH-14. Form SH-13 and Form SH-14 are available on the Company's website www.dhenubuildconinfra.com for download.
16. Equity Shares of the Company are traded under the compulsory demat mode on the Stock Exchange. Considering the advantages of scrip less / demat trading, shareholders are advised to get their shares dematerialized to avail the benefits of scrip less trading.
17. In terms of Regulation 40 of Listing Regulations, **the securities of the listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. In view of the same, members are advised to dematerialize shares held by them in physical form.** For any clarification, assistance or information, relating to dematerialization of shares, the Company's RTA may be contacted.
18. Route map of venue of AGM is given in this notice.
19. Members desirous for any information or queries on accounts / financial statements or relating thereto are requested to send their queries at least ten days in advance of the AGM date to the Company at its Registered Office address to enable the Company to collect the relevant information and answer them in the meeting.

20. 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 electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

21. The Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

22. COMMUNICATION THROUGH E-MAIL:

The situation of global warming demands preservation and protection of environment, which can be attained and / or sustained by preserving and growing more trees on the earth. In order to protect the environment, we as a responsible citizen can contribute in every possible manner. Considering this object in mind, members are requested to register his / her e-mail id to receive all communication electronically from the Company. This would also be in conformity with the legal provisions. Members may note that the Company would communicate important and relevant information, notices, intimation, circulars, annual reports, financial statements, any event based documents etc. in electronic form to the e-mail address of the respective members.

Members are requested to support green initiative by registering their e-mail id (a) in case of electronic / demat holding with their respective Depository Participant and (b) in case of physical holding either with the RTA by sending e-mail to info@bigshareonline.com or with the Company by sending e-mail to dhenubuildcon@gmail.com by quoting name and folio number.

This initiative would enable the members to receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by the Ministry of Corporate Affairs and your Company's desire to participate in the initiative. If there is any change in e-mail id, shareholder can update his / her e-mail id in same manner as mentioned above.

The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and Annual Report 2018-19 will also be available on the Company's website www.dhenubuildconinfra.com

23. PROCEDURE OF VOTING AT AGM:

- Members who do not vote by e-voting are entitled to vote at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
- Voting to the resolutions as contained in the Notice shall be conducted through ballot / poll. Relevant facility for voting shall also be made available at the meeting and members attending the meeting who have not already cast their

vote by remote e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot paper in the AGM. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of Scrutinizer appointed for the purpose. Members will need to write on the ballot paper, inter alia, relevant Folio no. / DP ID & Client ID and number of shares held etc.

24. **E-VOTING FACILITY:**

- Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended from time to time, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 111th AGM and accordingly, business / resolutions as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depositories Limited (NSDL) to facilitate e-voting. The Company has appointed Mr. Arvind Dhanraj Baid (Mem. No. 155532) proprietor of M/s. Arvind Baid & Associates, Practicing Chartered Accountant, to act as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of the meeting count the votes count at the Meeting and thereafter, unblock the votes cast through remote e-voting in presence of at least two witnesses not in employment of the Company and shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the Meeting. The Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose shall declare the results of remote e-voting and voting at the Meeting venue through Ballot form. The result declared along with the Scrutinizer Report shall be placed on the Company's website (www.dhenubuildconinfra.com), Stock Exchange website (www.bseindia.com) and on the website of NSDL (www.evoting.nsdl.com) immediately after the results are declared and simultaneously communicated to BSE Limited.
- Further, the remote E-voting period commences on Friday, 27th September, 2019 at 09:00 AM and will end on Sunday, 29th September, 2019 at 05:00 PM. **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. 23rd September, 2019 may cast their vote electronically.** The e-voting module shall be disabled by NSDL for voting thereafter.
- The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the AGM, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- The Members whose names appear in the Register of Members as on **23rd September, 2019 ('cut-off date')** are entitled to vote on the resolutions set forth in this Notice. Person who is not member as on the said date should treat this Notice for information purpose only.

- Any person who becomes a member of the Company after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date **23rd September, 2019**, may obtain the User ID and Password by sending an email request to the RTA.
- For any queries/grievances or guidance for e-voting, may write to dhenubuildcon@gmail.com and member may refer the Frequently Asked Questions (FAQs) for shareholders and evoting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990 or send a request at evoting@nsdl.co.in.
- The Members must refer to the detailed procedure on electronic voting provided below.

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/>

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

➤ **Details on Step 1 is mentioned below:**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat Your User ID is:
(NSDL or CDSL) or Physical**

- | | |
|--|---|
| 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***** |

- c) For Members holding shares in Physical Form. EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) 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
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) 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.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

➤ **Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 caarvindbaid@gmail.com with a copy marked to evoting@nsdl.co.in
2. 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.
3. 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.: 1800-222-990 or send a request at evoting@nsdl.co.in

**By and on behalf of Board of Directors
For Dhenu Buildcon Infra Limited**

Registered Office:
Office No. 4, Building No.4,
Vahatuk Nagar, Amboli,
Andheri (West), Mumbai - 400 058.

**Sd/-
Vikash Maharishi
Director
DIN: 07073642**

Date: 29th August, 2019

Place: Mumbai

ANNEXURE I to the Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 sets out the material facts relating to the business mentioned at item No. 3 to 7 of the accompanying notice dated 29th August, 2019.

ITEM NO. 3

Ms. Jenifer John Machado (DIN: 07916179) was appointed as an Additional Director w.e.f. 29th August, 2019 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, Ms. Jenifer John Machado holds office upto the date of this AGM and is eligible for appointment as Director of the Company in accordance with Section 152 and other applicable provisions, if any of the Companies Act. 2013.

The Company has received request in writing from a member of the Company proposing Ms. Jenifer John Machado's candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. Accordingly, the Board has accepted the candidature of Ms. Jenifer John Machado's and recommend resolution No. 3 for adoption.

Except Ms. Jenifer John Machado, none of the Directors and Key Managerial Personnel of the Company/ their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

Mr. Shivanand Rama Hemmady (DIN: 00838098) is an Independent Director of the Company. The Members at the 106thAGM of the Company held on 30th September, 2014 had approved the appointment of Mr. Hemmady as an Independent Director of the Company to hold office for a term of 5(Five) years up to 30th September, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term up to five consecutive years on the Board of a Company. Based on recommendation of the Nomination and Remuneration Committee & Board, and in terms of provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Hemmady, being eligible for reappointment as an Independent Director and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Act from a member proposing the re-appointment of Mr. Shivanand Rama Hemmady for the office of Independent Director, is proposed to be re-appointed as an Independent Director for a second term of five consecutive years i.e., from 30th September, 2019 to 29th September, 2024.

Mr. Hemmady is a Chairman of the Audit Committee, Stakeholders Relationship Committee & Nomination Remuneration Committee of the Company. Mr. Hemmady has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The Company has received necessary declarations

/ disclosure / confirmation from Mr. Hemmady as required under the Act and Listing Regulations. Copy of the draft letter for re-appointment of Mr. Hemmady as an Independent Director setting out terms and conditions would be available for inspection by the members of the Company at the Registered Office of the Company on all working days during business hours up to the date of 111st AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hemmady as an Independent Director and on the recommendation of the Nomination and Remuneration Committee and Board and based on the performance evaluation, recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for approval of the members. The Resolution and Explanatory Statement may be considered as sufficient disclosure and information under the statutory provisions as may be applicable, relevant or necessary.

Save and except Mr. Hemmady, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at Item No. 4 of the Notice.

The Board recommends the passing of Special Resolution as set out at Item No. 4 of the accompanying Notice for member's approval.

ITEM NO. 5

Ms. Mamtaben Hasmukhbhai Kabariya (DIN: 06559357) was appointed as an Additional Director of the Company by the Board of Directors of the Company at their meeting held on 22nd April, 2019 with immediate effect. As per the provisions of Section 161 of the Companies Act, 2013, the term of office of Ms. Kabariya is upto the period of this Annual General Meeting of the Company.

She has submitted the declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013 stating that she meets the criteria of independence as provided in section 149(6) and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Ms. Kabariya is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of the appointment of Ms. Mamtaben Hasmukhbhai Kabariya, a notice in writing in the prescribed manner, as required by section 160 of the Companies Act, 2013 and Rules made thereunder, has been received by the Company, regarding her candidature for the office of the director for the period 5 Years commencing from 30th September, 2019 to 29th September, 2024 and whose office shall not be liable to retire by rotation.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Ms. Kabariya as an Independent Director fulfills the conditions specified in the Act and the Rules made thereunder as also the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and that the proposed appointment of Ms. Kabariya is independent of the Management.

None of the Directors and Key Managerial Personnels of the Company/ their relatives, except Ms. Mamtaben Hasmukhbhai Kabariya are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolutions set out in Item No. 5 of the Notice for approval by the members.

ITEM NO.6

In terms with the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with schedule V thereof, the Board of Directors of the Company, on recommendation of the Nomination Remuneration Committee, subject to the approval of members of the Company in the Annual General Meeting, re-appointed of Mr. Piyush Mehta as Manager of the Company for the period of five years commencing from 30th September, 2019 to 29th September,2024.

The terms and conditions including remuneration approved by the Board and Nomination & Remuneration Committee,subject to the approval of the members of the Company with liberty and authority to the Board of Directors/ Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board/Nomination and Remuneration Committee and Mr. Mehta , are as under:

Effective date of appointment :	30 th September, 2019
Term of appointment :	5 years
Basic Salary sought to be paid:	Presently, the remuneration is NIL
Allowances & Perquisites:	Mr.Mehta shall be entitled for the allowances as may be approved and determined by the Board and Nomination & Remuneration Committee.
Incentive	As may be determined by the Nomination & Remuneration Committee from time to time.

None of the Directors and Key Managerial Personnel of the Company/ their relatives except Mr. Piyush Mehta are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolutions set out in Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

The Companies Act, 2013 aim to ensure transparency in the transactions and dealings between the Company and its related parties. Section 188 of the Act read with Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014 (the 'Rules') as amended, provides that no contract or arrangement, in the case of a company having a paid-up share capital of not less than such amount, or

transactions not exceeding such sums, as specified in Rule 15 (3) of the Companies (Meetings of the Board and its Powers) Rules, 2014, shall be entered into except with the prior approval of the company by a resolution.

Further, if the proposed contract or arrangement is not in the ordinary course of business or not on an arm's length basis and the amount thereof exceeds the threshold limits specified under Rule 15 (3) of the Rules, then prior approval of the shareholders by an ordinary resolution shall also be required to be obtained in addition to the approvals of the Audit Committee and the Board of Directors.

Based on the provisions of Section 188 of the Act applicable and the Rules made thereunder, the Audit Committee and the Board of Directors (the Board) of the Company have approved the proposed transactions along with the annual limits, that the Company may enter into with its Related Parties (as defined in Section 2 (76) of the Act). The maximum value of the transactions as mentioned in the table below is for each financial year commencing from 2019-2020 and onwards.

The particulars of the transactions are as under:

A	Name of the Related Parties	As mentioned in the table in the resolution
B	Name of the Director or Key Managerial Personnel who is related	Mr. Vikash Maharishi
C	Nature of relationship	Mr. Vikash Maharishi is Director in all the related private companies, i.e, M/s. Mumbadevi Finance Investment Company Private Limited, M/s. Navyug Telefilms Private Limited, M/s. Pranjali Trading Company Private Limited, M/s. Sunsitara Multitrade Private Limited and M/s. Subhkam Multitrade Private Limited. M/s. Sunsitara Multitrade Private Limited also comes under the category of promoter company of M/s. Dhenu Buildcon Infra Limited.
D	Nature, material terms, monetary value and particulars of contract or arrangement	The Company may be required to grant business advance / loan and/or make investment in the securities and/or capital contribution in the entities mentioned in the resolution as a part of strategic business decision, to the extent necessary to support the business operations of the said entities or vice versa. Additionally, the Company may also be required to provide security by way of mortgage / hypothecation /pledge of securities held and/or charge on any of its

		<p>movable/immovable properties to the extent of the loan that may be availed by the said entities from term lenders or vice versa.</p> <p>The Company may also be required to provide corporate guarantee as collateral security to the extent of the loan that may be availed by the said entities from term lenders. The corporate guarantee shall be provided for the entire duration of the loan or vice versa.</p> <p>The Company may also enter into transaction for purchase /sale/leaseof immovable properties.</p> <p>The company may enter in transaction of sale, purchase or supply of any goods or materials or availing or rendering of any services.</p>
E	Monetary value	As mentioned in the resolution.

The prior approval of the shareholders is being sought by an ordinary resolution in the event of any related party transaction exceeding the threshold limits specified in Rule 15 (3) of the Companies (Meetings of the Board and Its Powers) Rules, 2014. After the commencement of financial year 2019-2020, if any of the above stated transaction limit exceeds from the limit specified above, prior approval of members shall be required.

As per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, all entities falling within the definition of related parties shall abstain from voting on this resolution and accordingly, the promoters and the promoter group entities shall not vote on this resolution.

Except Mr. Vikash Maharishi, no other Director or the relatives of the Directors is concerned or interested, financially or otherwise in the said resolution.

The Board recommends the said ordinary resolution as set out in Item No.7 of the accompanying Notice for the approval of the members in terms of Section 188 (3) of the Act.

**By and on behalf of Board of Directors
For Dhenu Buildcon Infra Limited**

Registered Office:
Office No. 4, Building No.4,
Vahatuk Nagar, Amboli,
Andheri (West), Mumbai - 400 058.

**Sd/-
Vikash Maharishi
Director
DIN: 07073642**

**Date: 29th August, 2019
Place: Mumbai**

ANNEXURE II to the Notice

INFORMATION PURSUANT TO THE REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 IN RESPECT OF APPOINTMENT/RE-APPOINTMENT OF DIRECTORS IN THE 111th ANNUAL GENERAL MEETING

Name of Director	Vikash Maharishi	Jenifer John Machado	Shivanand Rama Hemmady	Mamtaben Hasmukhbhai Kabariya
DIN	07073642	07916179	00838098	06559357
Date of Birth	03/11/1986	28/05/1991	26/06/1955	01/06/1985
Nationality	Indian	Indian	Indian	Indian
Date of appointment on Board	20/08/2016	29/08/2019	01/09/2005	22/04/2019
Educational Qualification	Bachelor's degree in Commerce	Bachelor's degree in Arts	Bachelor's degree in Commerce & Company Secretary	Bachelor's degree in Commerce
Expertise in specific functional area	Mr. Maharishi, aged 32, is having vast experience in the field of real estate and finance. He possess extensive experience of financial sector along with the nitty gritty involved. He also possesses strong analytical and investment evaluation skills and with his outstanding networking and relationship management ability he has attained significant experience in the field of Investment activities.	Ms. Jenifer Machado, is having 8 years of experience in the field of Accounts & Finance.	Mr. Hemmady Worked in senior position as Company Secretary for 25years, having experience in Public Issues, Company Secretarial matters, legal/finance documentation, legal matters, dealt with Registrar of Companies, Company law Board, Regional Director, SEBI, Stock Exchanges, RBI, banks, financial Institutions and other authorities. Dealt with various Banks/financial Institutions, viz. GIC, LIC, NIAC, OIC, NIC, ICICI BANK, BANK OF INDIA, IDBI, ALLAHABAD BANK, S B of Hyderabad and others and arranged finance	Ms. Mamta Kabariya is experienced in the field of Film & Media Industry. Being Bachelore in Commerce, she has experience in finance and Accounts.

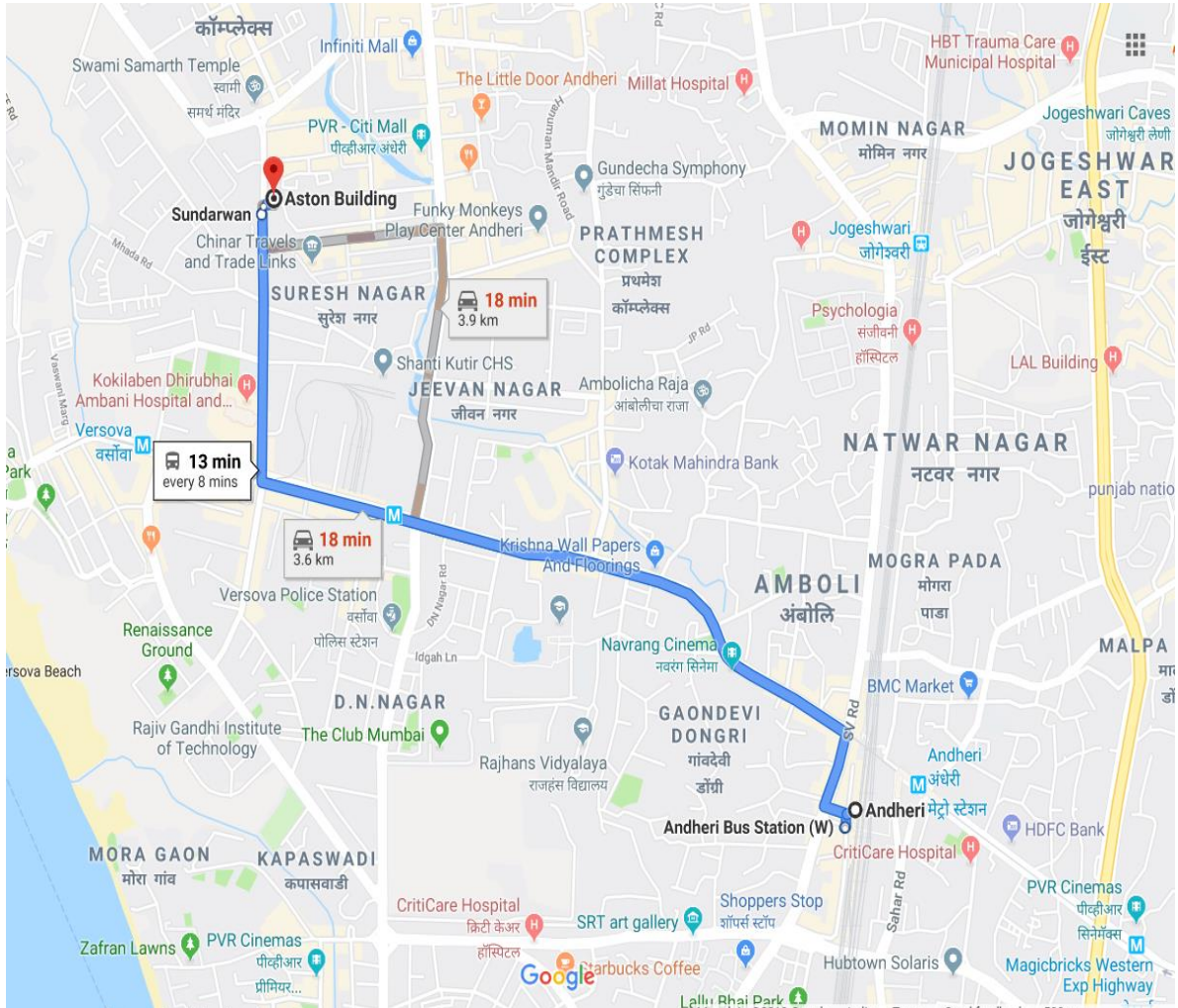
			<p>for corporate for 10 years.</p> <p>Dealt with RBI with regard to approval for Foreign Collaboration Agreement, remittance, Swiss Credit, Joint Venture etc. for 5 years.</p> <p>Dealt with various Central/State Government Departments. Handled mega Public Issues.</p> <p>Handled compliance of 40 group companies. Registration of many trade marks of group companies in India and foreign, their renewals.</p> <p>Attended court cases at Hon'ble High courts and lower courts.</p>	
Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/ Investors' Grievance Committee)	NONE	NONE	NONE	NONE
List of directorship held in other Companies	<ol style="list-style-type: none"> 1. Sunsitara Multitrade Private Limited 2. Pearl Arcade Trading Private Limited 3. Pranjali Trading Company Private Limited 4. Mumbadevi Finance And Investment Company Pvt Ltd 5. Intense Real Estate Private Limited 6. Omni Strategic Management 	Sunsitara Multitrade Private Limited	<ol style="list-style-type: none"> 1. The Central Province Railways Company Limited 2. Sil Business Enterprises Limited 3. Killick Paints Private Limited 4. Killick Speciality Coating Private Limited 5. Lodestar Slotted Angles Limited 	NONE

	Consultants Private Limited 7. Subhkam Multimedia Private Limited 8. Navyug Telefilms P Ltd		6. Killick Exports Limited 7. Kosha Investments Limited 8. Oxford Investment And Statronery MFRS Pvt. Ltd. 9. Tribune Investments And Trading Co Pvt. Ltd. 10. Prime City Capital Trust Private Limited 11. Killick Financial Services Limited 12. Prime City Trading And Investments Coprivate Limited 13. Filtrona India Limited 14. Killick Halco Limited	
Relationship between directors inter-se	NONE	NONE	NONE	NONE
Shareholding in the Company	NIL	NIL	NIL	NIL

ROUTE MAP OF THE VENUE

**OF THE 111th ANNUAL GENERAL MEETING OF THE COMPANY,
TO BE HELD ON 30th SEPTEMBER, 2019 at 11.00 AM AT**

**AABHAR STUDIO, 606 ASTON BUILDING, SUNDARWAN, ABOVE MERCEDES
SHOWROOM, NEAR LOKHANDWALA CIRCLE, ANDHERI (WEST), MUMBAI -400053**



Venue of the Meeting: Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai - 400053

Prominent Landmark: Aston Building

DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: dhenubuildcon@gmail.com Website: www.dhenubuildconinfra.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXY HOLDER : _____

I hereby record my presence at the **111th Annual General Meeting** of the Company held on **Monday, 30th September, 2019 at 11.00 am** at **Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai -400053.**

Signature of Shareholder/Proxyholder

NOTE: PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING & HANDOVER AT THE ENTRANCE DULY FILLED & SIGNED. MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF ANNUAL REPORT TO THE MEETING. MEMBERS WHO HOLD SHARES IN DEMATERIALIZED FORM ARE REQUESTED TO FURNISH THEIR CLIENT ID AND DPIN FOR EASY IDENTIFICATION OF ATTENDANCE AT THE MEETING. PROXIES ARE REQUESTED TO BRING THEIR IDENTITY PROOF FOR VERIFICATION AT THE ENTRANCE OF THE MEETING.

DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: dhenubuildcon@gmail.com Website: www.dhenubuildconinfra.com

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Management and Administration) Rules, 2014]

CIN : L10100MH1909PLC000300
Name of the Company : **Dhenu Buildcon Infra Limited**
Registered Office : Office No. 4, Building No. 4,
Vahatuk Nagar, Amboli, Andheri-W, Mumbai-400058

Name of the member(s)

.....

Registered Address :

Email ID :

Folio No./Client ID/DP ID :

I/We, being the member(s) of shares of the above named Company, hereby appoint:

- 1) Name : Address :
- Email ID: Signature :
- or failing him
- 2) Name : Address:
- Email ID:Signature:
- or failing him
- 3) Name: Address:
- Email ID: Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Monday, 30th September, 2019 at 11.00 pm at Aabhar Studio, 606 Aston Building, Sundarwan, Above Mercedes Showroom, Near Lokhandwala Circle, Andheri (West), Mumbai -400053** and at any adjournment thereof in respect of such resolutions as are indicated below:

<u>Ordinary Business:</u>	For	Against
<p>1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2019 and Director's and Auditor's Report thereon as on 31st March 2019.</p> <p>2. To appoint a Director in place of Mr. Vikash Maharishi (DIN: 07073642), who retires by rotation and being eligible, offers himself for reappointment.</p> <p><u>Special Business:</u></p> <p>3. To regularize and appoint Ms. Jenifer John Machado (DIN: 07916179) as Director</p> <p>4. Reappointment of Mr. Shivanand Rama Hemmady (DIN:00838098) as an Independent Director of the Company.</p> <p>5. To appoint Ms. Mamtaben Hasmukhbhai Kabariya (DIN: 06559357) as an Independent Director of the Company.</p> <p>6. To re-appoint Mr. Piyush Mehta as a Manager.</p> <p>7. To approve transactions with related parties under section 188 of the companies act, 2013.</p>		

Affix 1 Rupee
Revenue
Stamp

Signed this day of 2019

Signature of shareholder

Signature of Proxy holder(s)

Notes:

This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

DHENU BUILDCON INFRA LIMITED

Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

Email: dhenubuildcon@gmail.com Website: www.dhenubuildconinfra.com

Form No. MGT-12 **BALLOT FORM**

1. Name and Registered Address :
of the Sole/First named
Shareholder:
2. Name(s) of the Joint holder(s), :
if any
3. Registered Folio Number / :
DP ID No. / Client ID No.
4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice convening the **111th Annual General Meeting** of the Company to be held on **September 30, 2019** at 11.00 am, by conveying my/our assent or dissent to the said Resolution(s) by placing the tick(✓) mark at the appropriate box below.

Item No.	Description	Type of Resolution	No. of shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	Adoption of the audited financial statements for the financial year ended 31st March, 2019 along with Director's & Auditor's Report thereon.	Ordinary Resolution			
2	To appoint a Director in place of Mr. Vikash Maharishi (DIN: 07073642), who retires by rotation and being eligible, offers himself for reappointment.	Ordinary Resolution			
3	To regularize and appoint Ms. Jenifer John Machado (DIN: 07916179) as Director.	Ordinary Resolution			
4	Reappointment of Mr. Shivanand Rama Hemmady (DIN: 00838098) as an Independent Director of the Company.	Special Resolution			
5	To appoint Ms. Mamtaben Hasmukhbhai Kabariya (DIN: 06559357) as an Independent Director of the Company.	Ordinary Resolution			
6	To re-appoint Mr. Piyush Mehta as a Manager.	Special Resolution			
7	To approve transactions with related parties under section 188 of the companies act, 2013.	Ordinary Resolution			

Place : _____

Date : _____

Signature of the shareholder

NOTE: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer before the conclusion of AGM on 30th September, 2019 shall only be considered.

E-VOTING

Members may obtain below mentioned login credentials for casting his / her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.: 1800-222-990

EVEN (E Voting Event No.)	User ID	PASSWORD

Please follow steps for e-voting procedure as given in the Notice of AGM or by logging on to www.evoting.nsdl.com

INSTRUCTIONS

- I. The Ballot Form should be completed and signed by the sole/first named member. In case of joint holding, this Form should be completed and signed by the first named member and in his absence by the next named joint holder. The signature of the member on this Ballot Form should be as per the specimen signature registered with the Company or furnished by National Securities Depository Limited to the Company, in respect of shares held in the physical form or dematerialized form, respectively .
- II. In case of shares held by Companies, trusts, societies, etc., the duly completed Ballot Form should be accompanied by a certified true copy of the Board Resolution/ Authorization together with attached specimen signature(s) of the duly authorized signatories.
- III. Member holding shares in dematerialized form are advised, in their own interest, to get their signatures verified by their Banker/Depository Participant (DP). Signatures should be verified by the Manager of the concerned Bank/DP by affixing a rubber stamp/seal mentioning name and address of the Bank/DP and name, stamp and signature of the Manager.
- IV. Member are requested not to send any other paper along with the Ballot Form and any other paper found in the envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- V. The votes should be cast in for or against the Resolution putting the tick mark (√) in the column for assent or dissent. Ballot form bearing (√) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filled Ballots will be subject to rejection by the Scrutinizer.
- VI. There will be one Ballot Form for every Folio/Client ID irrespective of the number of the joint holders.
- VII. The Ballot shall not be exercised by a Proxy.
- VIII. Ballot Form – Votes will be considered invalid on the following grounds:
 - (i) If the member's signature does not tally.
 - (ii) If the member has marked all his shares both in favour and also against the resolutions
 - (iii) If the Ballot paper is unsigned.
 - (iv) If the Ballot paper filled in pencil or signed in pencil.
 - (v) If the Ballot paper received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- IX. The Scrutinizer's decision on the validity of the Ballot will be final.

Address of Scrutinizer : Mr. Arvind Baid -Scrutinizer, 802, Corporate Annexe, Sonawala Road, Near Udyog Bhawan, Goregaon (East), Mumbai - 400063.