

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: 27th August, 2018

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: 6:00 pm & End time: 9:20 pm)

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

Dear Sir/Ma'am,

The 110th Annual General Meeting of the Members of Dhenu Buildcon Infra Limited is scheduled to be held on Saturday, September 29, 2018 at 12:30 p.m. at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053.

Pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015, Register of Members & Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018, (both days inclusive) for the purpose of 110th Annual General Meeting of the Company to be held on 29th September, 2018.

The Cut-off date for reckoning the voting rights of the members for remote e-voting and voting at the AGM venue is 22nd September, 2018. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018(5:00 pm) both days inclusive.

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



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 110th Annual General Meeting of the members of **DHENU BUILDCON INFRA LIMITED** will be held on **Saturday, 29th September, 2018 at 12.30 P.M.** at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053 to transact the following business: -

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2018 and Director's and Auditor's Report thereon as on 31st March 2018.**

2. **To appoint a Director in place of Mr. Vikash Maharishi (DIN: 07073642), who retires by rotation and being eligible, offers himself for reappointment.**

3. **To appoint Statutory Auditors of the Company**

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

(a) approving the appointment of **M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W)** as Statutory Auditors of the Company from August 27, 2018 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. Lahoti Navneet & Co. Chartered Accountants; and

(b) appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration:-

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), appointment of **M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W)**, Mumbai by the Board of Directors of the Company from August 27, 2018 till the conclusion of this Annual General Meeting (AGM), for filling the casual vacancy caused by the resignation of M/s. Lahoti Navneet & Co. Chartered Accountants, (Firm Registration No. 116870W) Mumbai be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, **M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W)**, Mumbai be and are hereby appointed as Statutory Auditors of the Company for a period of five years and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of 115th Annual General Meeting to be held in 2023, on such remuneration as may be mutually agreed between the Board of Directors/ Audit Committee of the company in consultation with the Statutory Auditors.”

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies”

SPECIAL BUSINESS:

4. To appoint Mr. Vaibhav Vashist (DIN: 07500126) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vaibhav Vashist (DIN: 07500126), who was appointed as an Additional Non-executive Director with effect from 27th August, 2018, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation , and to hold office for a term of 5 (five) years with effect from 29th September, 2018 up to 28th September, 2023.

RESOLVED FURTHER THAT any of the Board of Directors 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."

5. To appoint Mr. Sanjay Kumar Pathak (DIN: 06549451) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sanjay Kumar Pathak (DIN: 06549451), who was appointed as an Additional Non-executive Director with effect from 27th August, 2018, on the Board of the Company and who holds office upto ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation , and to hold office for a term of 5 (five) years with effect from 29th September, 2018 up to 28th September, 2023.

RESOLVED FURTHER THAT any of the Board of Directors 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."

Registered Office:

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

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

Sd/-

Vikash Maharishi

Director

DIN: 07073642

Date: 27th August, 2018

Place: Mumbai

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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 SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, LLP, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE. 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.**
2. The relevant Explanatory Statement pursuant to Section 102 of the Act and Secretarial Standard on General Meetings (SS-2), 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 the 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 the share transfer books of the Company shall remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018, (both days inclusive).
10. Members are requested to notify immediately any change in their communication address to their Depository Participants (DPs) in respect of their electronic share accounts quoting Client ID Number and to M/s. Bigshare Services Private Limited, Company's Registrar & Share Transfer Agent, in respect of their holding in physical shares, quoting Folio No.
11. Pursuant to section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to the rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in form no. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination pursuant to the rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in form no. SH-14, to the Registrar and Transfer Agent of the Company. These forms are available on the Company's website for download.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website- www.dhenubuildoninfra.com
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited.
14. 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.
15. In accordance with the amendments to Regulation 40 of the Listing Regulations, made effective from 8th June, 2018, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are advised to convert their holding(s) to dematerialized form before 5th December, 2018, so as to eliminate all risks associated with physical shares. For any clarification, assistance or information, relating to dematerialization of shares the Company's RTA may be contacted.

16. The annual report for the financial year 2017-18 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/Depository Participant(s). The physical copy of the annual report has been sent in the permitted mode to those members who have either opted for the same or have not registered their email addresses with the Company/Depository Participant(s). The Annual Report 2017-18 is also posted on the website of the Company www.dhenubuildconinfra.com.
17. To support the green initiatives of the Government, members who have not registered their e-mail address so far are requested to register their e-mail address, in respect of their electronic holdings with the Depository through their concerned Depository Participants and members who hold shares in physical form are requested to register their e-mail address with the Registrar & Share Transfer Agent of the Company i.e. M/s. Bigshare Services Private Limited.
18. In Accordance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and amendment thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation's, 2015, the Company has engaged the services of National Securities Depositories Limited (NSDL) to provide remote e-voting facility to all the members to enable them to cast their votes electronically in respect of the business to be transacted at the Meeting. **The instruction for remote e-voting are forming part of this Notice.** Members who would have cast their vote by remote e-voting may attend the Meeting, but shall not be able to vote at the Meeting. Such member will also not be allowed to change or cast vote again. Members attending the Meeting who would have not already cast their vote by e-voting shall be able to exercise their right to vote at the Meeting through Ballot Papers. **The Members, whose names appears in the Register of Members/ list of Beneficial Owners as on Saturday , 22nd September, 2018, being the cut-off date, are entitled to vote on the Resolutions set forth in the Notice.** A person, who is not a member as on the cut-off date 22nd September, 2018 should treat this Notice for information purpose only.
19. 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 **22nd September, 2018**, may obtain the User ID and Password by sending an email request to the RTA.
20. A **ROUTE MAP** giving directions of the venue of the meeting is annexed to the Notice. Members may also note that the Notice of the Meeting along with the route map and the Annual report 2017-18 will also be available on the website of the Company (www.dhenubuildconinfra.com) for download.
21. The Notice of the Meeting is being placed on the website of the Company viz., www.dhenubuildconinfra.com and on the website of BSE viz., www.bseindia.com.
22. Board of Directors has appointed **Mr. Arvind Dhanraj Baid**, Practicing Chartered Accountants (Membership No. 155532) as the Scrutinizers for scrutinizing the process of remote e-voting and Poll (Ballot forms) at the Meeting venue in a fair and transparent manner.
23. 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.

24. 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 to the Company at its Registered Office/Corporate Office address to enable the Company to collect the relevant information and answer them in the meeting.
25. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company between 11:00 A.M. to 1:00 P.M. on all working days i.e. Monday to Friday, up to the date of the Meeting.

Voting through electronic means:

26. The instructions for members for voting electronically are as under:-

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 110th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The remote e-voting period commences on 26th September, 2018 (9:00 am) and ends on 28th September, 2018(5:00 pm) both days inclusive. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 22, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The voting rights of shareholders shall be in proportion to the shares held by them, of the paid up equity share capital of the company as on the cut-off date i.e. Saturday, September 22, 2018.
- IV. The process and manner for remote e-voting are as under:

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. Your User ID is:
Demat (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.

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.

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.

Registered Office:

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

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

Sd/-
Jenifer Machado
DIN: 07916179
Director

Sd/-
Vikash Maharishi
DIN: 07073642
Director

Date: 27th August, 2018

Place: Mumbai

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. 3-5 of the accompanying notice dated 27th August, 2018.

ITEM NO.3

M/s. Lahoti Navneet & Co. Chartered Accountants (Firm Registration No.116870W), Mumbai have tendered their resignation from the position of Statutory Auditors w.e.f. 26/08/2018 resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The board at its meeting held on 27th August, 2018 appointed **M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W), Mumbai** as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s.Lahoti Navneet & Co. Chartered Accountants (Firm Registration No.116870W) who had been appointed as Statutory Auditors of the Company for a term of 5 years up to 114th Annual General Meeting.

M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W), Mumbai have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the company needs to approve the appointment of M/s. Subramaniam Bengali & Associates, Chartered Accountants, in the General Meeting of the Company within 3 (three) months from the date of appointment by the Board. Accordingly, an Ordinary Resolution is submitted to the meeting for the consideration and approval of members for their appointment as Statutory Auditor of the Company from the conclusion of this Annual General Meeting until the conclusion of 115th Annual General Meeting of the Company.

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 set out at Item No. 3 of the Notice.

ITEM NO.4

Mr. Vaibhav Vashist (DIN: 07500126) was appointed by the Board of Directors of the Company as an Additional Director in the capacity of Independent Director at its meeting held on 27th August, 2018. He holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

Mr. Vaibhav Vashist, has submitted a declaration that he meets the criteria for independence, as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations”). The said declaration and the matter regarding appointment of Mr. Vaibhav Vashist as an Independent Director was placed before the Nomination and Remuneration Committee (“NRC”), which recommended his appointment as an Independent Director for a period of five consecutive years on the Board of the Company commencing from conclusion of 110th AGM viz. 29th September, 2018 up to 28th September, 2023. As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

In respect of the appointment of Mr. Vaibhav Vashist, 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 his candidature for the office of the director.

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 Mr. Narendra Gupta as an Independent Director fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the proposed appointment of Mr. Vaibhav Vashist is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Vaibhav Vashist as Independent Director is now being placed before the Members in general meeting for their approval.

Details of Mr. Vashist are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Other than Mr. Vaibhav Vashist, 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 set out at Item No. 4 of the Notice.

ITEM NO.5

Mr. Sanjay Kumar Pathak (DIN: 06549451) was appointed by the Board of Directors of the Company as an Additional Director in the capacity of Independent Director at its meeting held on 27th August, 2018. He holds office until the ensuing annual general meeting under section 161(1) of the Companies Act, 2013.

Mr. Sanjay Kumar Pathak, has submitted a declaration that he meets the criteria for independence, as provided in Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). The said declaration and the matter regarding appointment of Mr. Vaibhav Vashist as an Independent Director was placed before the Nomination and Remuneration Committee (“NRC”), which recommended his appointment as an Independent Director for a period of five consecutive years on the Board of the Company commencing from conclusion of 110th AGM viz. 29th September, 2018 up to 28th September, 2023. As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

In respect of the appointment of Mr. Sanjay Kumar Pathak, 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 his candidature for the office of the director.

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 Mr. Narendra Gupta as an Independent Director fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the proposed appointment of Mr. Sanjay Kumar Pathak is independent of the Management.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, the appointment of Mr. Sanjay Kumar Pathak as Independent Director is now being placed before the Members in general meeting for their approval.

Details of Mr. Sanjay Kumar Pathak are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Other than Mr. Sanjay Kumar Pathak, 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 set out at Item No. 5 of the Notice.

Registered Office:

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

**By the order of the Board of Directors
For Dhenu Buildcon Infra Limited**

Sd/-

Jenifer Machado
DIN: 07916179
Director

Sd/-

Vikash Maharishi
DIN: 07073642
Director

Date: 27th August, 2018

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 110TH ANNUAL GENERAL MEETING

Name of Director	Vikash Maharishi	Vaibhav Vashist	Sanjay Kumar Pathak
DIN	07073642	07500126	06549451
Date of Birth	03/11/1986	02/06/1982	02/02/1980
Nationality	Indian	Indian	Indian
Date of appointment on Board	20/08/2016	27/08/2018	27/08/2018
Educational Qualification	Bachelor's degree in Commerce	Master of Computer Applications and Bachelors in Information technology & Management	Graduate in Bachelors of Science
Brief profile	Mr. Maharishi, aged 32, is having vast experience in the field of real estate and finance. He possess extensive experience of financial section along with the nitty gritty involved.	Mr. Vashish, aged 36 years, despite being a graduate from science background, developed interest in financial sector and possesses strong analytical and investment evaluation skills. He is having five and above years of experience in Investment in capital market.	Mr. Pathak, aged 38 years, is having twelve and above years of experience in Sales Marketing & Operations. . 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.
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Committees and Shareholders/Investors' Grievance Committee)	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. Pranjal Trading Company Private Limited 4. Mumbadevi Finance And Investment Company Pvt Ltd 5. Intense Real Estate Private Limited 6. Omni Strategic Management Consultants Private Limited 	NONE	<ol style="list-style-type: none"> 1. Ashworth Constructions Private Limited 2. Jitney Investments Private Limited 3. Kumar Ramanand Medicare Private Limited 4. Ancient Education Private Limited

	7. Subhkam Multimedia Private Limited 8. Navyug Telefilms Pvt. Ltd		
Relationship between directors inter-se	NONE	NONE	NONE
Shareholding in the Company	NIL	NIL	NIL

DHENU BUILDCON INFRA LIMITED

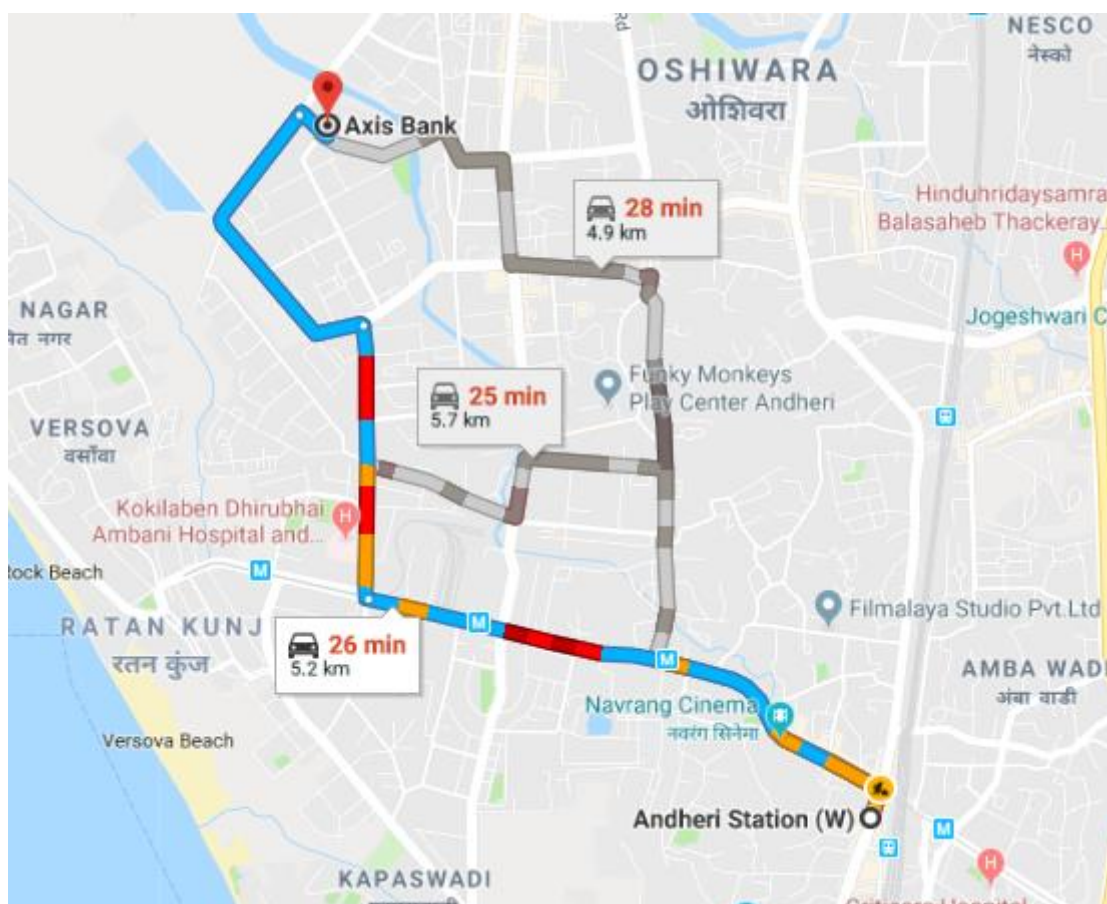
Office No. 4 Building No. 4, Vahatuk Nagar, Amboli, Andheri (West), Mumbai- 400 058

Tel: 7977599535 CIN: L10100MH1909PLC000300

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

ROUTE MAP OF THE VENUE

**OF THE 110TH ANNUAL GENERAL MEETING OF THE COMPANY,
TO BE HELD ON 29TH SEPTEMBER, 2018 at 12.30 PM AT
Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri
(West), Mumbai – 400 053**



VENUE of the Meeting: Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053.

Prominent Landmark: Lokhandwala Complex.

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 **110th Annual General Meeting** of the Company held on **Saturday, 29th September, 2018 at 12.30 pm** at at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai – 400 053.

Signature of Shareholder/Proxy holder

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 DEMATERIALISED 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 **Saturday, 29th September, 2018 at 12.30 pm at Conference Room, Axis Bank, Springfield's, Lokhandwala Complex, Andheri (West), Mumbai - 400 053** and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	For	Against
1. Adoption of the audited financial statements for the financial year ended 31st March, 2018. 2. Appointment of Mr. Vikash Maharishi who retires by rotation. 3. (a) Approving the appointment of M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W) as Statutory Auditors of the Company from August 27, 2018 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. Lahoti Navneet & Associates; and (b) Appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration.		
Special Business		
4. To appoint Mr. Vaibhav Vashisht as Non-Executive Independent Director. 5. To appoint Mr. Sanjay Kumar Pathak as Non-Executive Independent Director.		

Signed this day of 2018

Signature of shareholder

Signature of Proxy holder(s)

Affix 1Rupee
Revenue
Stamp

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 110th Annual General Meeting of the Company to be held on September 29, 2018, 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, 2018	Ordinary Resolution			
2	Appointment of Mr. Vikash Maharishi as a director liable to retire by rotation.	Ordinary Resolution			
3	(a) Approving the appointment of M/s. Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration No. 127499W) as Statutory Auditors of the Company from August 27, 2018 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. Lahoti Navneet & Associates; and (b) Appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration.	Ordinary Resolution			
4	To appoint Mr. Vaibhav Vashisht as Non-Executive Independent Director.	Ordinary Resolution			
5	To appoint Mr. Sanjay Kumar Pathak as Non-Executive Independent Director.	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 September 29, 2018 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.