

Wagend Infra Venture Limited

CIN No. : L67120MH1981PLC025320

Regd. Off. : 117, Hubtown Solaris, N.S. Phadke Marg, Near East-West Flyover, Andheri (E), Mumbai-400 069. Maharashtra
Tel.: 022 - 2684 4495 / 97 Email : agarwalholdings@gmail.com Website : www.wagendinfra.com

WIVL/BSE/2022-23
August 26, 2022

To,

The Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai -400 001
Scrip Code: 503675
Scrip ID: WAGEND

Dear Sirs,

Sub: Notice of 40th Annual General Meeting

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of the Listing Regulations, we hereby submit the Notice of the 40th Annual General Meeting of the Company scheduled to be held on Tuesday, September 20, 2022 at 12.30 p.m. through Video Conference (“VC”) / other Audio-Visual Means (“OAVM”)

You are kindly requested to take note of the above.

Thanking you

Yours faithfully,
For Wagend Infra Venture Limited

Sanjay Kumar Minda
Director

Encl: As above

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 40TH ANNUAL GENERAL MEETING ("AGM") OF THE SHAREHOLDERS OF WAGEND INFRA VENTURE LIMITED WILL BE HELD THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") ON TUESDAY, SEPTEMBER 20, 2022 AT 12.30 P.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2022 and reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Minda (DIN: 00034029), who retires by rotation and being eligible, offers him for reappointment.

**By order of the Board of Directors
For Wagend Infra Venture Limited**

**Sd/-
Lavina Jhawar
Company Secretary**

Date: 08.08.2022

Registered Office:

Office No. 117, First Floor, Hubtown Solaris,
N. S. Phadke Marg, Nr. East – West Flyover,
Andheri (East), Mumbai – 400 069, Maharashtra
CIN: L67120MH1981PLC025320
E-mail: agarwalholdings@gmail.com

NOTES:

1. The details under Regulation 26(4), Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking re-appointment as Director at the AGM, is annexed hereto.
2. Pursuant to General Circular , the Ministry of Corporate Affairs vide, No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 ,Circular no. 02/2021 dated 13th January, 2021, General Circular No.19/2021 dated 8th December 2021, General Circular No.21/2021 dated 14th December, 2021 and General Circular No. 2/2022 dated 5th May, 2022 (collectively “MCA Circulars”) in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic”, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”)has permitted conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and accordingly in compliance with applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the said MCA Circulars, the 40th Annual General Meeting (AGM) of the Company is being convened and conducted in accordance with the aforesaid MCA Circulars and SEBI Circulars through VC / OAVM which does not require physical presence of members at a common venue.
3. The physical presence of the Members at the meeting has been dispensed with and Members can attend and participate in the AGM through VC / OAVM only. In terms of Circular No. 14/2020 dated 8th April, 2020, the facility to appoint Proxy to attend and vote on behalf of the Members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing body’s Resolution/Authorization, authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at agarwalholdings@gmail.com with a copy marked to RTA at support@purvasharegistry.com.
4. The recorded transcript of the AGM shall also be made available on the website of the Company in the Investor Relations Section, as soon as possible after the Meeting is over.
5. For the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013, the attendance of the Members attending the AGM through VC / OAVM will be counted.
6. In terms of the said Circulars and the SEBI Circular dated 12th May, 2020, 15th January, 2021and 13th May,2022 the Notice of AGM alongwith Annual Report for the Financial Year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice alongwith the Annual Report for the Financial Year 2021-22 has been uploaded on the website of the Company

www.wagendinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

7. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Purva Shareregistry India Private Limited on support@purvashare.com.
8. Alternatively, member may send an e-mail request at the email id support@purvashare.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
9. Since the AGM will be held through VC / OAVM, route map is not annexed to the Notice.
10. Members can join the AGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein. The facility for participation at the AGM through VC / OAVM will be made available for 1,000 members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Compensation & Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. The business set out in the Notice will be transacted inter-alia through remote e-voting facility being provided by the Company through the e-voting platform of www.evotingindia.com in accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The communication relating to remote e-voting containing details about User ID and password, instructions and other information relating to e-voting are given in this Notice. The Cut-off Date for Members to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means is Tuesday, 13th September 2022.
12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per Register of Members of the Company will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 16, 2022 to Tuesday, September 20, 2022.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN details to their DPs. Members holding shares in physical form are requested to submit their PAN details to the Company / Purva.
15. Members are requested to promptly intimate any change in their name, postal address, email address, contact numbers, PAN, nominations, mandates, bank details, etc. to their DPs for equity shares held in dematerialized form and to Purva Shareregistry India Private Limited, the Registrar and Share Transfer Agent.
16. In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form with effect from 1st

April, 2019. In view of the above and to eliminate the risks associated with physical shares, Members are advised to dematerialise shares held by them in physical form.

17. Members desirous of having any information regarding Accounts of the Company are requested to e-mail their queries to agarwalholdings@gmail.com with 'Query on Accounts' in the subject line, atleast 7 days before the date of the meeting, so that requisite information is made available at the meeting.

18. REMOTE E-VOTING (E-voting) INSTRUCTIONS:

- i. In terms of the provisions of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing the facility to its members holding shares as on cut-off date, being Tuesday, September 13, 2022 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the details of User ID and Password are being sent to all the Members alongwith the notice.
- ii. The members who have cast their vote by e-voting may also attend the meeting but shall not be entitled to cast their vote again. The facility for voting through e-voting voting system shall be also made available during the Meeting.
- iii. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility.
- iv. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
- v. The Board of director of the Company has appointed CA Vinod Jain, Practicing Chartered Accountant, as Scrutinizer to scrutinize the e – voting process in a fair and transparent manner and he has communicated his consent to be appointed as Scrutinizer.
- vi. The voting period begins on 17/09/2022 at 9.00 a.m. to 19/09/2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13/09/2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

vii. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

A. Applicable only for Individual members holding securities in Demat form.

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual members holding securities in Demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

I. Individual Members (holding securities in demat mode) login through Depository

Login method for Individual members holding securities in demat mode is given below:

1. Existing user who have opted for Easi / Easiest
 - i. URL: <https://web.cdslindia.com/myeasi/home/login> or URL: www.cdslindia.com
 - ii. Click on New System Myeasi

- iii. Login with user id and password.
 - iv. Option will be made available to reach eVoting page without any further authentication.
 - v. Click on e-Voting service provider name to cast your vote.
2. User not registered for Easi/Easiest
- i. Option to register is available at <https://web.cdslindia.com/myeasi/Registration/> Easi Registration
 - ii. Proceed with completing the required fields.
3. By visiting the e-Voting website of CDSL
- i. URL: www.cdslindia.com
 - ii. Provide demat Account Number and PAN No.
 - iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

After successful authentication, user will be provided links for the respective ESP where the eVoting is in progress.

- II. Individual Members (holding securities in demat mode) login through their depository participants.

Individual Member can also login using the login credentials of his / her demat account through his / her Depository Participant registered with CDSL for e-Voting facility. Once login, the member will be able to see e-Voting option. Click on e-Voting option the member will be redirected to CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and the member will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

Help lines for login issues:

Members can use the following helplines of CDSL to retrieve User ID/ Password in case they forget User ID and Password:

Members facing any technical issue- CDSL:

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

B. Applicable for Non-Individual members and members holding shares in physical form

Non-individual shareholders viz Mutual Funds, Foreign Portfolio Investors, Banks / Financial Institutions, Insurance Companies, Bodies Corporates etc. and shareholders holding physical shares can directly login through <https://evotingindia.com> for casting votes during the e-voting period. Procedure and Instructions for remote e-voting are as under:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evotingindia.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already

registered with CDSL for e-voting, use your existing User ID and password for casting your votes.

- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Wagend Infra Venture Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR' / 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at vinod.avs@gmail.com with a copy marked to support@purvashare.com on or before 5 PM of 16th September, 2022.

19. Information and other instructions for Members voting on the day of the AGM through the e-voting system:

- i. Only those Members, who attend the AGM through VC / OAVM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, are eligible to vote through e-voting in the AGM.
- ii. If any votes are cast by Members through the e-voting available during the AGM and if the same Members have not participated in the meeting through VC/OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members participating in / attending the meeting.
- iii. The procedure for e-voting on the day of the AGM is same as remote e-voting. Please refer to the instructions for remote e-voting mentioned above.

- iv. However, Members who have voted through remote e-voting will be eligible to attend the AGM.
 - v. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
 - vi. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at agarwalholdings@gmail.com.
 - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 20.** The Scrutinizer shall immediately after the conclusion of AGM verify and count the votes casted at AGM and unblock the votes of e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company, www.evotingindia.com i.e. service provider within prescribed period and submitted to the Stock Exchange.

**By order of the Board of Directors
For Wagend Infra Venture Limited**

Date: 08.08.2022

**Lavina Jhawar
Company Secretary**

Registered Office:

Office No. 117, First Floor, Hubtown Solaris,
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Details of Director seeking appointment / re-appointment at the 40th Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)

PARTICULARS	Mr. Sanjaykumar Minda
Director Identification Number	00034029
Date of Birth and Nationality	15.08.1967 and Indian
Relationship with other Directors <i>Interse</i>	Yes, Spouse of Mrs. Chetna Minda
Date of First Appointment	21.01.2011
Expertise in specific functional area	Income Tax, Corporate, Restructuring, Capital, Market, Acquisition and Takeovers and related matters
Qualification	B. Com, FCA
No. of Equity Shares held in the Company	33,61,264
Directorship in other Listed Companies as on 31.03.2022	NIL
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2022	NIL

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