

NOTICE

Notice is hereby given that the **37th Annual General Meeting** of the Members of **M/s. Neo Infracon Limited** will be held on **Thursday, 31st December, 2020 at 12.00 Noon** at Corporate Office of the Company at 1st Floor, Nilay Life Scapes, Parmanand Wadi , Opp. Lohana MahajanWadi, Charani Road, Mumbai - 400 004, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2020 together with the Reports of the Board of Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Bhavik Mehta (DIN: 07633644), the Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint of M/s D Kothary & Co., Chartered Accountants, Mumbai (Firm Registration No. 105335W) as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2024 without seeking any further ratification from the shareholders of the Company for their appointment as Statutory Auditors for the remainder of their term.

SPECIAL BUSINESS:

4. To re-appoint Mr. Rajen B Mehta (DIN: 01967225) 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 on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings and pursuant to the provisions of , Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for reappointment of Mr. Rajen B Mehta (DIN: 01967225) as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 30th March, 2020 upto 29th March, 2025.”

5. To re-appoint Mrs. Varsiha R Kanungo (DIN: 07152423) 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 on the recommendation of the Nomination and Remuneration Committee and with the approval of the Board of Directors of the Company in their respective meetings and pursuant to the provisions of , Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (hereinafter referred as “SEBI (LODR) Regulations, 2015”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for reappointment of Mrs. Varsiha R Kanungo (DIN: 07152423) as a Non-Executive Independent Director of the Company and who has submitted a declaration confirming the criteria of Independence under Section 149 (6) of the Companies Act, 2013 read with the SEBI (LODR) Regulations, 2015, as amended from time to time and who is eligible for reappointment for the second term under the provisions of the Companies Act, 2013, rules made thereunder and SEBI (LODR) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, as a Non-Executive Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for Five (5) consecutive years on the Board of the Company for a term w.e.f. 30thMarch, 2020 upto 29thMarch, 2025.”

Date: 27/07/2020

By Order of the Board
For Neo Infracon Limited

Registered Office:

52/52-A, Nanubhai Desai Road, 9,
MuljiThakarsi Building, Sindhi Lane,
Mumbai - 400 004, Maharashtra
CIN : L65910MH1981PLC248089
Website: www.neoinfraconltd.com
Email: neoinfraconlimited@gmail.com
Contact No.: 022- 23856390

Ankush Mehta
Chairman & Managing Director
(DIN: 6387976)

NOTES:

A MEMBER IS ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND APROXY NEED NOT BE A MEMBER OF THE COMPANY.THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID MUST BE DULY FILLED IN ALL RESPECTS AND SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURSBEFORETHECOMMENCEMENTOFTHEMEETING.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company carrying voting rights. Proxies submitted on behalf of the companies, societies, partnership firm etc., must be supported by an appropriate resolution / authority, as applicable issue on behalf of the nominating organization. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

1. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), is annexed hereto.
2. **Members are requested to:**
 - i. bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - ii. quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th December,2020 to 31st December, 2020 (both days inclusive) for Annual General Meeting of the Company.
4. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM through e-voting system is 25th December, 2020 ('Cut-off Date').
5. **The Members are requested to:**
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Purva Sharegistry(India) Pvt, Ltd., unit 9, Shiv Shakti Ind. Estate, J. R Boricha Marg, Lower Parel (East),Mumbai 400011 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform M/s. Purva Sharegistry (India) Private Ltd. immediately of the change in residential status on return to India for permanent settlement.

- (d) Register their email address and changes therein from time to time with M/s. Purva Sharegistry (India) Private Ltd. for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Purva Sharegistry (India) Private Ltd. and have it duly filled and sent back to them.
8. Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting.
A brief profile of the Director retiring by rotation and proposed to be re-appointed at this AGM, nature of his expertise in specific functional areas, names of companies in which he holds directorship and membership/chairmanship of Board Committee(s), shareholding and relationship between directors inter se as stipulated under Regulation 36 of SEBI Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standards – 2 on General Meetings are provided in Annexure - A to this Notice.
9. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance. By Order of the Board of Directors, the Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.anuvinind.com to register the email id.
10. Electronic copy of the Annual Report for 2019-20 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019-20 is being sent by the permitted mode.
11. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 the Listing Regulations, the Company is pleased to provide its members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be

transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- i. Login to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select the "COMPANY NAME" from the drop-down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged in to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
Dividend Bank Details#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.

- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVEN for the relevant <Company Name> on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT".A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

B. In case of members receiving the physical copy:

Please follow all steps from sr.no.(i) to sr.no.(xvii) above to cast vote.

- II. The e-voting period commences on December 28, 2020 Start Time: 9:00 am and ends on December 30, 2020 at 5:00 pm. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 25,2020, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NDSL 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. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or written email to helpdesk.evoting.nsdl.com.
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th December, 2020
- VII. The board of directors has appointed Mr. Vijay Kumar Mishra, VKM & Associates, Practicing Company Secretaries (F-5023) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour/against, if any, to the Chairperson or a person authorized in writing, who shall countersign the same and declare the result of the voting forthwith.
12. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.neoinfraconlimited.com and on the NSDL website and shall also be forwarded to BSE Limited (BSE).
13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1 pm on all working days except (Sundays and holidays)

Place: Mumbai
Date :27/07/2020

By Order of the Board of Directors
For Neo Infracon Limited

Ankush Mehta
Chairman & Managing Director
DIN: 06387976

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Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013 :

ITEM NO 4: -

Mr. Rajen B Mehta (DIN: 01967225), is a Post Graduate Diploma in Business Management. He was appointed as an Additional Director (Independent, Non-Executive Director) by the Board of the Company, at its meeting held on 14th February, 2019, based on recommendation of the Nomination and Remuneration Committee.

He possesses rich experience in Business Management.

Mr. Rajen B Mehta has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rajen B Mehta proposed to be re-appointed as an Independent Director for his second consecutive terms, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Rajen B Mehta as Independent Directors is now being placed before the Members in general meeting for their approval.

The Board recommends the Special Resolution as set out at item no. 4 of the Notice for approval of the shareholder. The additional details of the Directors are given in the Annexure to the Notice.

Except, Mr. Rajen B Mehta, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the said resolution.

ITEM NO 5: -

Ms. Varisha Kanungo (DIN: 07152423), is a Post Graduate Diploma in Business Management. She was appointed as an Additional Director (Independent, Non-Executive Director) by the Board of the Company, at its meeting held on 14th February, 2019, based on recommendation of the Nomination and Remuneration Committee.

She possesses rich experience in Business Management.

Ms. Varisha Kanungo has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013 to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Varisha Kanungo proposed to be re-appointed as an Independent Director for her second consecutive terms, fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Varisha Kanungo as Independent Directors is now being placed before the Members in general meeting for their approval.

The Board recommends the Special Resolution as set out at item no. 5 of the Notice for approval of the shareholder. The additional details of the Directors are given in the Annexure to the Notice.

Except, Ms. Varisha Kanungo, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the said resolution.

Annexure to the Item No.-2 of the Notice

Details of Directors seeking re-appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 26(4) and 36(3)of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General meetings (SS 2) :

Name of the Director	Mr. Bhavik Mehta
Date of Birth	24/06/1994
Nationality	Indian
Date of appointment on the Board	30/05/2019
Qualifications	Graduate
Expertise	In Business
No. of Shares held in the company	1,39,897
List of the directorship held in other Company	Neo Builders Ltd Nocil Infrastructure Ltd
Chairman/Member in the committees of the board of other companies in which he/she is director	NIL
Relationship, if any, between director's inter se	Younger Brother of Mr. Ankush Mehta
Terms and conditions of appointment/reappointment	As detailed in Resolution no. 2
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);	

Annexure to the Item No.-4 of the Notice

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 26(4)and 36(3)of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General meetings (SS 2) :

Name of the Director	Mr. RAJEN B MEHTA
Date of Birth	11/10/1952
Nationality	Indian
Date of appointment on the Board	08/01/2009
Qualifications	Post Graduate
Expertise	In Business
No. of Shares held in the company	NIL
List of the directorship held in other Company	NIL

Chairman/Member in the committees of the board of other companies in which he/she is director	Member-NIL
Relationship, if any, between director's inter se	NIL
Terms and conditions of appointment/reappointment	As detailed in Resolution no. 4
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);	

Annexure to the Item No. - 5 of the Notice

Details of Directors seeking appointment and reappointment at the forthcoming Annual General Meeting. In pursuance of Regulation 26(4)and 36(3)of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 on General meetings (SS 2) :

Name of the Director	Mrs. Varisha Ramesh Kanungo
Date of Birth	03/12/1990
Nationality	Indian
Date of appointment on the Board	31/03/2015
Qualifications	Post Graduate
Expertise	In Business
No. of Shares held in the company	NIL
List of the directorship held in other Company	Neo Builders Ltd Nocil Infrastructure Ltd
Chairman/Member in the committees of the board of other companies in which he/she is director	Member-NIL
Relationship, if any, between director's inter se	NIL
Terms and conditions of appointment/reappointment	As detailed in Resolution no. 5
* Directorships includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stake holders' Relationship Committee of Public Limited Company (whether Listed or not);	