

WAGEND INFRA VENTURE LIMITED

CIN- L67120MH1981PLC025320

Reg Off: 603, Ashok Heights, Opp. Saraswati Apartments, Near Nicco Circle, Niklaswadi Road,
Gundavali, Andheri (E), Mumbai - 400069, Maharashtra

Website: www.wagendinfra.in Tel: 022-4600 2079 Email id: agarwalholdings@gmail.com

WIVL/BSE/2023-24

Date: 02nd September, 2023

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 41st 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 41st Annual General Meeting of the Company scheduled to be held on Monday, September 25, 2023 at 11.30 a.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



Pramod Bhelose
Whole Time Director & CFO
DIN: 02773034



Encl: As above

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST 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 MONDAY, SEPTEMBER 25, 2023 AT 11.30 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2023 and reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pratik Jain (DIN 03387613), who retires by rotation and being eligible, offers him for reappointment.

SPECIAL BUSINESS

3. **To consider and approve the appointment of Mr. Bahubali Jain (DIN: 06743099) as a Director of the Company:**

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and provisions of Section 152, 160 of the Companies Act, 2013 (hereinafter referred to as the act) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and any other applicable Regulations, if any, consent of the shareholders be and is hereby accorded for appointment of Mr. Bahubali Jain (DIN 06743099) who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 14, 2023 as Director of the Company and whose office shall be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, to sign, execute all such documents, instruments in writing on an ongoing basis as may be required in its absolute discretion pursuant to the above Resolution."

4. **Reclassification of the Promoter of the Company as Public Shareholders:**

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

"RESOLVED THAT pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification or re-enactment thereof) ("Listing Regulations"), and subject to approval from BSE Limited (herein after referred to as Stock Exchanges) and such other such other Statutory authorities as may be required and pursuant to other laws and regulations as may be applicable, the consent of the members of the Company be and is hereby accorded to reclassify name of Mr. Sanjay

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Kumar Minda (“the Applicant”) holding 33,61,264 equity shares representing 7.31% of the Paid-up Capital in the Company from “Promoter & Promoter Group to “Public” Shareholder category.

RESOLVED FURTHER THAT in supersession of any provision, the applicant’s special rights, if any, with respect to the Company through formal or informal arrangements including through any shareholders agreements, if any, stand withdrawn / terminated and be null and void, with immediate effect.

RESOLVED FURTHER THAT the above Applicant confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" category.

RESOLVED FURTHER THAT on approval of the Stock Exchange(s) upon application for reclassification of the aforementioned Applicant, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of Listing Regulations and in compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform and execute all such acts, deeds, matters and things including but not limited to making intimation / filings / application to stock exchange(s) seeking approvals from BSE Limited and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions”.

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

Sd/-
Lavina Jhavar
Company Secretary

Date: 02.09.2023

Registered Office:

603, Ashok Heights,
Opp. Saraswati Apartments, Near Nicco Circle,
Nicklaswadi Road, Gundavali,
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NOTES:

1. The details under, 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 the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated January 5, 2023 and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). The registered office of the Company shall be deemed to be the venue for the AGM. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
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. 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.
5. In terms of the said MCA and the SEBI Circulars the Notice of AGM alongwith Annual Report for the Financial Year 2022-23 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 2022-23 has been uploaded on the website of the Company www.wagendinfra.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
6. 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 Sharegistry India Private Limited on support@purvashare.com.
7. 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

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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.

8. Since the AGM will be held through VC / OAVM, route map is not annexed to the Notice.
9. 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.
10. 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 Monday, 18th September 2023.
11. 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.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2023 to Monday, September 25, 2023.
13. 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.
14. 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 Sharegistry India Private Limited, the Registrar and Share Transfer Agent.
15. 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.
16. 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,

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atleast 7 days before the date of the meeting, so that requisite information is made available at the meeting.

17. 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 Monday, September 18, 2023 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 22/09/2023 at 9.00 a.m. to 24/09/2023 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 18/09/2023 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.

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- 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.

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- 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 21st September, 2023.

18. 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

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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.

19. 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.wagendinfra.in; www.evotingindia.com i.e. service provider within prescribed period and submitted to the Stock Exchange.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**ITEM NO. 3:**

In order to broad base the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee Mr. Bahubali Jain (DIN: 06743099), who was appointed as an Additional Director on the Board of the Company with effect from 14th August, 2023 in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of 41st Annual General Meeting. The Company has received requisition from the member proposing candidature of Mr. Jain to be appointed as Director liable to retire by rotation.

Based on the recommendation of Nomination and Recommendation Committee the Board has also proposed his appointment as Non-Executive Director on the Board of the Company.

The details under, 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 Mr. Jain, seeking his re-appointment as Director at the ensuing AGM, are annexed hereto.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution as set out in item no.3 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board, therefore commends the Resolution at item no.3 of the Notice for the approval of the members as an Ordinary Resolution.

ITEM NO. 4:

The Company had received request from Mr. Sanjay Kumar Minda belonging to Promoter / Promoter Group (“hereinafter referred to as the Promoter / Applicant”) for reclassification from “Promoter/Promoter Group” category to “Public” category. The Promoter seeking re-classification holds 33,61,264 equity shares representing 7.31% of the Paid-up Capital in the Company.

Based on the letters received from the above Applicant, the matter was discussed by the Board of Directors of the Company at their meeting held on 14th August, 2023 and the Board decided and recommended to the shareholders with justification to get the above Applicant re-classified from the category of “promoter” to “public” with the approval of the stock exchanges and pursuant to the provisions of Regulation 31A(3)(b) of the SEBI (LODR) Regulations, 2015, the Promoter seeking reclassification has confirmed that:

- i) He, together do not hold more than ten per cent of the total Voting Rights in the Company;
- ii) He do not exercise control over the affairs of the Company directly or indirectly;
- iii) He do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;

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iv) He do not represent on the Board of Directors (including not having a Nominee Director) of the Company;

v) He do not act as a Key Managerial Person in the Company;

vi) He is not 'willful defaulters' as per the Reserve Bank of India Guidelines;

vii) He is not fugitive economic offenders. Further, the aforesaid Promoters have confirmed that subsequent to reclassification, he would continue to comply with the requirements as mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 failing which, he shall automatically be reclassified as Promoter / persons belonging to Promoter Group, as applicable.

In terms of the provisions of Regulation 31A of SEBI, the request of promoter seeking reclassification is required to be approved by the Shareholders as Ordinary Resolution at a general meeting and therefore your Board of Directors commends the Resolution at item no.4 of the Notice for the approval as an Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution as set out in item no.4 of the Notice except to the extent of their shareholding, if any, in the Company.

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

Sd/-

**Lavina Jhawar
Company Secretary**

Date: 02.09.2023

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Details of Director seeking appointment / re-appointment at the 41st Annual General Meeting (Pursuant to Regulation 36(3) (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges)

PARTICULARS REQUIRED	DETAILS
Name of the Director	Mr. Pratik Jain
Director Identification Number	03387613
Date of Birth and Nationality	31/12/1988 and Indian
Relationship with other Directors <i>Interse</i>	NIL
Date of First Appointment	21.01.2011
Expertise in specific functional area	Financial Service Sector and Capital Market, Pharma
Qualification	SYJC
No. of Equity Shares held in the Company	NIL
Directorship in other Listed Companies as on 31.03.2023	NIL
Chairmanship / Membership of Committees in other Listed Companies as on 31.03.2023	NIL

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