

BHANDERI INFRACON LIMITED

Date: 30th September, 2024

BSE Limited,
Department of Corporate Services,
P.J. Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: 538576
Scrip Name: BHANDERI

Dear Sir / Madam,

Sub: Proceedings of 20th Annual General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, enclosed is the Proceedings of the 20th Annual General Meeting (AGM) of the Company held on Monday, 30th September, 2024 at 12.00 P.M at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH-8, Thakkar Bapanagar, Ahmedabad - 382350.

Kindly take the above on record.

Thanking You,

Yours Faithfully
For **Bhanderi Infracon Limited**

Rinkal Ajay Patel
Company Secretary and Compliance Officer

Encl: As stated above

Bhanderi Infracon Limited

Summary of proceedings of the 20th Annual General Meeting of the Company held on Monday, 30th September, 2024 at 12.00 P.M.

The 20th Annual General Meeting of the Members of the Company was held on Monday, 30th September, 2024 at 12.00 P.M at the Registered Office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH -8, Thakkar Bapanagar, Ahmedabad – 382350.

1. Mr. Sunil Dhirubhai Patel, Chairman of the Board acted as Chairman of the Meeting. All the Directors were present at the Meeting.
2. After ascertaining that the requisite quorum was present, the Chairman called the meeting to order and welcomed the Members present to the 20th Annual General Meeting of the Company.
3. The Chairman informed the Members that the Register of Directors & KMPs and their Shareholding, Register of Members and Register of Contracts or Arrangements in which Directors are interested were kept open for inspection of the Members.
4. The Chairman briefed the members about the overall performance of the Company during the financial year ended 31st March, 2024 as also the current state of affairs of the Company and introduced all Directors present at the Meeting.
5. The Chairman then invited the Members to express their views, give suggestions and make enquiries on the operations and financial performance of the Company and related matters. The Chairman responded to all the queries raised by Members.
6. With the permission of all the Members present, the notice dated 2nd September, 2024 convening the Annual General Meeting was taken as read and on the request made by the Chairman, Mrs. Bhumikaben Sunilbhai Patel, Director read out the Auditor's Report to the Members. The Chairman informed that there were no qualifications or adverse remarks in the Auditors' Report for the year ended 31st March, 2024.
7. The Chairman thereafter handed over the proceedings to the Company Secretary Rinkal Ajay Patel. She informed the Members that Company had provided facility to cast their vote electronically on all resolutions in the Notice dated 2nd September, 2024 convening 20th Annual General Meeting which was open from 27th September, 2024 (09.00 a.m.) to 29th September 2024 (05.00 p.m.). She further informed that voting through ballot forms was also available for Members present at the Meeting, who have not casted their vote electronically. She further informed that Manisha Chindarkar, Practicing Company

Bhanderi Infracon Limited

Secretary was appointed as Scrutinizer to scrutinize the votes casted by Members through e-voting/ ballot forms.

8. Thereafter, the following Resolutions set out in the Notice convening the AGM were proposed and seconded by Members:

Item No.	Details of the Agenda	Resolution required
	Ordinary Business	
1	To receive, consider, approve and adopt: a) The Audited Standalone Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the Reports of the Board of Directors and Auditors thereon; and b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2024 together with the Report of the Auditors thereon.	Ordinary
2	To appoint a Director in place of Mrs. Bhunikaben Patel (DIN: 06984921), who retires by rotation and being eligible has offered her for re-appointment as Director.	Ordinary
3	To re-appoint M/s. JMT & Associates, Chartered Accountants, Mumbai (Firm Registration No. 104167W) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the 25 th Annual General Meeting and to fix their remuneration.	Ordinary
	Special Business	
4	Regularisation of Additional Director, Mrs. Shreyaben Milankumar Shah (DIN – 09726000) by appointing her as Independent Director of the Company: “ RESOLVED THAT , pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015 Mrs. Shreyaben Milankumar Shah (DIN – 09726000) who was appointed as an Additional Director of the Company w.e.f 03 rd February, 2024 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years for the maximum period upto 03 rd February, 2029.”	Special

Bhanderi Infracon Limited

5	<p><u>APPROVAL FOR RELATED PARTY TRANSACTION</u></p> <p>“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, if any, read with the relevant rules thereto, consent of the members of the Company be and is hereby accorded to the following related party transactions for every financial year :</p> <table border="1" style="width: 100%;"><thead><tr><th colspan="2" style="text-align: center;">MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)</th></tr></thead><tbody><tr><td style="width: 50%;">Nature of transaction</td><td>To enter into sale / purchase of property, land and building between company and related parties</td></tr><tr><td>Name of Related Parties</td><td>Amount in Rs</td></tr><tr><td>Mr. Sunil Dhirubhai Patel - Director and Promoter</td><td>Rs.50,00,00,000/- (Rupees Fifty Crore only)</td></tr><tr><td>Mrs. Bhunikaben Sunilbhai Patel – Director and Promoter Group</td><td>Rs.50,00,00,000/- (Rupees Fifty Crore only)</td></tr></tbody></table> <p>RESOLVED FURTHER THAT to give effect to this Resolution the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution and to do all acts, deeds, things as the Board in its absolute discretion may deem necessary, proper, desirable and also to finalise any documents and writings related thereto.”</p>	MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)		Nature of transaction	To enter into sale / purchase of property, land and building between company and related parties	Name of Related Parties	Amount in Rs	Mr. Sunil Dhirubhai Patel - Director and Promoter	Rs.50,00,00,000/- (Rupees Fifty Crore only)	Mrs. Bhunikaben Sunilbhai Patel – Director and Promoter Group	Rs.50,00,00,000/- (Rupees Fifty Crore only)	Ordinary
MAXIMUM VALUE OF CONTRACT/ TRANSACTION (PER FINANCIAL YEAR)												
Nature of transaction	To enter into sale / purchase of property, land and building between company and related parties											
Name of Related Parties	Amount in Rs											
Mr. Sunil Dhirubhai Patel - Director and Promoter	Rs.50,00,00,000/- (Rupees Fifty Crore only)											
Mrs. Bhunikaben Sunilbhai Patel – Director and Promoter Group	Rs.50,00,00,000/- (Rupees Fifty Crore only)											

9. The Chairman further informed that upon completion of voting by physical ballot, the Scrutinizers will count the votes and sign and submit the result to the Chairman by adding the physical votes to the electronically casted votes in favour and against each Resolution. He further informed that the Voting Results shall be declared and alongwith Scrutinizer Report shall be intimated to BSE Limited and CDSL within forty eight hours of the conclusion of AGM.

10. The Chairman thanked the Members for attending and participating in the Meeting.

11. The Meeting concluded at 01.00 pm.

For **Bhanderi Infracon Limited**

Rinkal Ajay Patel
Company Secretary and Compliance Officer

**Regd off: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8,
Thakkar Bapanagar Ahmedabad Ahmedabad GJ 382350 IN Ph: 079-22830245,
Email: bhanderiinfracon@gmail.com , bhanderi.info@gmail.com
CIN: L45201GJ2004PLC044481
Website: www.bhanderiinfracon.com**