



## NOTICE

**Notice** is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the Members of MADHAV INFRA PROJECTS LIMITED will be held on Friday, the 29<sup>th</sup> day of September, 2017 at 05.00 P.M. at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt:  
The audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017, together with the reports of Directors' and Auditors' thereon; and
2. To consider re-appointment of Director, Mr. Vineet Rathi (DIN: 03541288), who retires by rotation and being eligible, offers himself for re-appointment.
3. To Ratification of the appointment of Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution **as an Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and pursuant to the resolution passed by the Members at the 23<sup>rd</sup> Annual General Meeting held on September 30, 2016, appointing M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, (Registration No. 101676W), as statutory auditors to hold office from the conclusion of 23<sup>rd</sup> Annual General Meeting till conclusion of the 28<sup>th</sup> Annual General Meeting, the appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants, (Registration No. 101676W), as statutory auditors of the Company, to hold office from the conclusion of this Meeting *i.e.* 24<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, be ratified by the Members on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditors, with the recommendation of the Audit Committee in connection with the audit of the accounts of the Company for the year ending March 31, 2018."

### SPECIAL BUSINESS

4. Shifting of Registered office of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 12 and all other applicable provisions of the Companies Act, 2013 read with the relevant rules thereunder, the Registered Office of the Company be shifted from "24, Lakshmi Chambers, Navjivan Press Road, Near Old High Court, Ahmedabad – 380 009" to "Madhav House, Plot No. 04, Near Panchratna Building, Subhanpura, Vadodara – 390 023" within the State of Gujarat;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

5. To adopt new set of Article of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification (s), the following resolution **as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory





modification (s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above."

**By Order of the Board of Directors**

**Date:** August 14, 2017

**Place:** Vadodara

**Registered Office:**

24, Lakshmi Chambers, Navjivan Press Road,  
Near Old High Court, Ahmedabad - 380 009, GJ

**Gopal Shah**  
*Company Secretary*

**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Provided that a member holding ten per cent 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 proxy for any other person or any other shareholder. Proxies, in order to be effective, must be received by the Company at its registered office, not less than 48 hours before the meeting. A proxy so appointed shall not have any right to speak at the meeting. A body corporate being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013. The representative so appointed, has a right to appoint a proxy.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Pursuant to regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, as furnished as annexure to the Notice. The Directors have furnished consent/ declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive)**.
7. The Annual Report of the Company, circulated to the Members of the Company, will be made available on the Company's website at [www.madhavcorp.com](http://www.madhavcorp.com)
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant(s) in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTA. Satellite Corporate Services Private Limited is the Registrar & Share Transfer Agent (R&T Agent) of the Company. All Investor related communications may be addressed to Satellite Corporate Services Private Limited at the following address:

**Satellite Corporate Services Private Limited**

B-302, Sony Apartment, Opp. St. Judes High School,  
Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai – 400072  
Ph. No. 022-28520461/462





9. The Annual Report and Notice of 24<sup>th</sup> Annual General Meeting along with the attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Registrar/ Depository Participant(s) unless a member has requested for the hard copy of the same. For members who have not registered their email addresses, physical copies of aforesaid documents are sent by the permitted mode. Members may also note that Notice and Annual Report 2016-17 will be available on the Company's website: [www.madhavcorp.com](http://www.madhavcorp.com).

### VOTING THROUGH ELECTRONIC MEANS

1. In compliance with Section 108 of the Companies Act, 2013 Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Slandered on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provided its members facility to exercise their right to vote on resolutions proposed to considered at the 24<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The Facility of casting the Votes by the member 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).
2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on September 26, 2017 (9:00 am) and ends on September 28, 2017 (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 September 22, 2017, 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.
5. A person who is a member as on the Cut-off date should treat this Notice for Information purpose only.
6. **The process and manner for remote e-voting are as under:**
  - A. Members whose email IDs are registered with the Company/Depository Participants(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he/she will need to go through the following steps to complete the e-voting process:
    - (i) Open email and open PDF file *viz*: "Madhav Infra remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) The Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "REVEN" of "Madhav Infra Projects Limited".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [khassociates2016@gmail.com](mailto:khassociates2016@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:  
REVEN (Remote e-voting Event Number) USER ID\_\_\_\_\_ PASSWORD/PIN\_\_\_\_\_
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
9. 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).
10. 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 September 22, 2017.
11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date *i.e.* September 22, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
13. Mr. Hemant Valand, Practicing Company Secretary (CP No. 8904), Partner of M/s. K H & Associates (Practicing Company Secretaries), Vadodara has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.madhavcorp.com](http://www.madhavcorp.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.





## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants were appointed as statutory auditors by the Members at the 23rd Annual General Meeting (AGM) held on September 30, 2016 to hold office from the conclusion of the 23rd AGM till conclusion of the 28th AGM.

In terms of Section 139 of the Companies Act, 2013 ("the Act"), the approval has been sought from the Members for ratification of the appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants as statutory auditors of the Company to hold office from the conclusion of this Meeting *i.e.* the 24th Annual General Meeting (AGM) until the conclusion of the 28th AGM of the Company and authorisation for the Board to fix their remuneration in connection with the audit of accounts for FY 2018.

As per the requirement of the Act, M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants have confirmed that the appointment if made would be within the limits specified under Section 141(3)(g) of the Act and they are not disqualified to be appointed as statutory auditors in terms of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The appointment of M/s. Chandrakant & Sevantilal & J. K. Shah & Co., Chartered Accountants as Statutory Auditors for fiscal 2018 has been approved by Board. The Directors recommend these Resolutions at Item No. 3 of the accompanying Notice for the approval of the Members 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

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated at 24, Lakshmi Chambers, Navjivan Press Road, Near Old High Court, Ahmedabad – 380 009 with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Madhav House, Plot No. 04, Near Panchratna Building, Subhanpura, Vadodara – 390 023.

The Special resolution as set out in Item No. 4 of this Notice is accordingly recommended for your approval.

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

The Existing regulations 1 to 222 of the Articles of Association are replaced by the new set of regulations 1 to 220 and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013.

Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the Company. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the corporate office of the Company.

The Special resolution as set out in Item no. 5 of this Notice is accordingly recommended for your approval.







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.

**By Order of the Board of Directors**

**Date:** August 14, 2017

**Place:** Vadodara

**Registered Office:**

24, Lakshmi Chambers, Navjivan Press Road,  
Near Old High Court, Ahmedabad - 380 009, GJ

**Gopal Shah**  
Company Secretary

**Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015**

**Re-appointment of Director, Mr. Vineet Rathi (Item No. 2)**

<b>Name of Director</b>	Mr. Vineet O. Rathi
<b>Director Identification Number (DIN)</b>	03541288
<b>Date of Birth</b>	29/04/1979
<b>Address</b>	7, Vrundavan Colony, B/H, Nilgiri Terrace, Gotri Road, Vadodara - 390021
<b>Nationality</b>	Indian
<b>Date of Appointment on the Board</b>	March 06, 2013
<b>Qualifications</b>	Chartered Accountant (CA)
<b>Expertise</b>	Finance, Accounting and Treasury Management
<b>Brief Resume</b>	Over 16 years of experience in the field of financial services and infrastructure including 2 years plus experience in leading consulting Company. Immense knowledge, strength in the fields of finance on both domestic as well as International Space, and Financial Management.
<b>Directorship held in other Public Companies (excluding foreign, private and Section 8 Company)</b>	D.A. Finvest Limited
<b>Directorship held in other Public Listed Companies</b>	NIL
<b>Shareholding in the Company</b>	NIL

*Note: For other details such as number of meetings of the Board attended during the year, relationship with other directors and key managerial personnel in respect of the above director please refer to the Board's Report and the Corporate Governance Report.*





**MADHAV INFRA PROJECTS LIMITED**

Regd. Office: 24, Lakshmi Chambers, Navjivan Press Road, Nr. Old High Court, Ahmedabad – 380009  
Corp. Office: Madhav House, Plot No. 04, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023  
CIN: L45200GJ1992PLC018392  
Tel-Fax: 0265 2290722, Email: [secretarial@madhavcorp.com](mailto:secretarial@madhavcorp.com), website: [www.madhavcorp.com](http://www.madhavcorp.com)

**ATTENDANCE SLIP**

Regd. Folio No. .... No. of Shares held ..... DP ID No. .... Client ID No. ....

I certify that I am a Member / proxy for the Member(s) of the Company.

I hereby record my presence at the 24<sup>th</sup> Annual General Meeting of the Company at S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009 at 05:00 P.M. on Friday, the 29<sup>th</sup> September, 2017.

.....  
Member's / Proxy's name in Block Letters

.....  
Signature of Member/ Proxy

**Note:** Please fill up this attendance slip and hand over at the entrance of the meeting hall.

**Form for updation of Email Address**

To,  
The Secretarial Department  
**Madhav Infra Projects Limited**  
Madhav House,  
Nr. Pancharatna Building,  
Beside Amul Apartment,  
Subhanpura,  
Vadodara – 390 023

Date:

Dear Sir,

**Sub.: Updation of email address**

Please register my email address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name :
Email Id :
Folio No. / Client Id :
DP Id :

\_\_\_\_\_  
Signature of the First named Shareholder

Name:

Address:



**MADHAV INFRA PROJECTS LIMITED**

Regd. Office: 24, Lakshmi Chambers, Navjivan Press Road, Nr. Old High Court, Ahmedabad – 380009

Corp. Office: Madhav House, Plot No. 04, Nr. Pancharatna Building, Subhanpura, Vadodara – 390023

CIN: L45200GJ1992PLC018392

Tel-Fax. 0265 2290722, Email: [secretarial@madhavcorp.com](mailto:secretarial@madhavcorp.com), website: [www.madhavcorp.com](http://www.madhavcorp.com)**Form No. MGT-11****PROXY FORM****[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s) :		
Registered Address :		
E-mail Id:	Folio No /Client ID:	DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company. Hereby appoint:

Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

Name :	E-mail Id:
Address:	
Signature: _____, or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, the 29<sup>th</sup> day of September, 2017 at 05:00 p.m. at - S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	Vote	
		Favour	Against
	<b>Ordinary Business</b>		
1.	Adoption of Annual Financial Statements (including Consolidation) of the Company as on March 31, 2017		
2.	Re-appointment of Director, Mr. Vineet Rathi (DIN: 03541288), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Ratification of appointment of M/s. Chandrakant & Seventilal & J. K. Shah & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
	<b>Special Business</b>		
4.	Shifting of Registered office of the Company, within state		
5.	Adoption of new set of Article of Association of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder: \_\_\_\_\_

Affix 1/- Rs.  
Revenue  
Stamp**Note:**

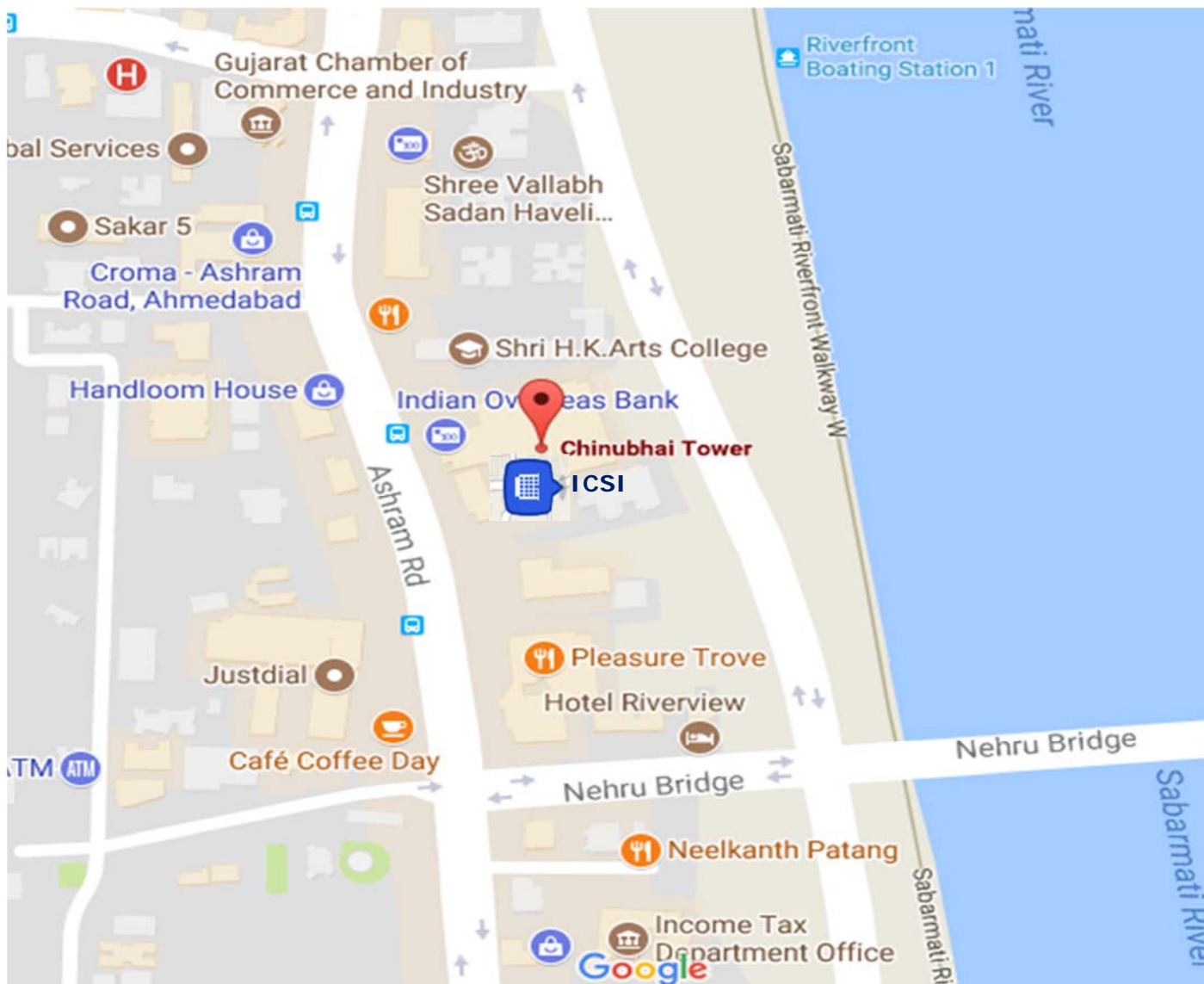
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- The proxy need not be a member of the Company.







**AGM LOCATION MAP**



**Venue:** S-2, B Wing, ICSI, Chinubhai Tower, Ashram Road, Ahmedabad – 380 009

