

VISHNU PRAKASH R PUNGLIA LIMITED

(Formerly M/s Vishnu Prakash R. Punglia converted under chapter IX of companies Act 1956)



ENGINEER CONTRACTOR & DESIGNER

Specialist in Water & Sewage Treatment Plant

Head office : H-1 First Floor Shivalik Complex Near Gol Building Sardarpura, Jodhpur

Reg. Office – Flat No 605, VI Floor, B Wing, Kignston Classic Chincholi, Bandar Raod,
Malad (W) Mumbai – 400064 Maharashtra

NOTICE OF 9TH ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth (9th) Annual General Meeting of the members of **Vishnu Prakash R Punglia Limited** is scheduled to be held on **Friday, September 30, 2022 at 1.00 P. M. at the Head Office of the Company situated at H-1 First Floor Shivalik Complex, Near Gole Building, Sardarpura, Jodhpur-342001, Rajasthan** to transact the following business:

ORDINARY BUSINESS:

Ordinary Resolutions

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, Statement of Profit & Loss for the year ended 31st March, 2022 and Cash Flow Statement on that date together with the Director's Report and Auditor's report for the said financial year
2. To appoint a director in place of **Mr. Vishnu Prakash Punglia (DIN: 02162019)** who retires by rotation at this Annual general Meeting and being eligible, offers himself for re-appointment.
3. To appoint a director in place of **Mr. Manohar Lal Punglia (DIN: 02161961)** who retires by rotation at this Annual general Meeting and being eligible, offers himself for re-appointment.
4. To appoint, M/s Banshi Jain & Associates (Firm Registration No. 100990W) as joint auditors of Company to hold office from conclusion of this Annual General Meeting till the conclusion of AGM to be held in year 2023 on such terms and remuneration, out of pocket, travelling and living expense as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

SPECIAL BUSINESS:

Ordinary Resolution

5. To approve Cost Auditor's remuneration.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. RAJENDRA SINGH BHATI & CO., COST ACCOUNTANTS, JODHPUR, RAJASTHAN (Membership No.

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33509/FRN. 101983) appointed by the Board of Directors of the Company to conduct the audit of cost records maintained by the company pertaining to Construction of Roads (ROB), be paid a remuneration of Rs. 21,000 /-, for the Financial Year ending March 31, 2023, plus, applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as approved.

SPECIAL BUSINESS:

Special Resolution

6. CREATE, OFFER, ISSUE AND ALLOTMENT OF SHARES ON PRIVATE PLACEMENT BASIS.

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

"RESOLVED THAT in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), Articles of Association of the Company and Subject to requisite permissions, consents, sanctions and approvals of all appropriate authorities, as may be required, with such conditions and modifications, as may be prescribed in granting such approvals, permissions and /or sanctions which may be agreed to by the Board of Directors, the consent of the members be and is hereby accorded to the Board the Directors to create, offer, issue and allot up to upto 30,00,000 (Thirty lakh) Equity shares having face value Rs 10 at a price of Rs 215 (Rupees Two Hundred Fifteen) each aggregating upto Rs. 64,50,00,000/- (Rupees Sixty-Four Crores Fifty Lakh only) on Private Placement basis such number of persons as detailed in Explanatory Statements annexed herewith on Private Placement basis and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"FURTHER RESOLVED THAT the Equity Shares to be issued and allotted shall rank pari passu as regards voting rights and dividend with the existing Equity Shares of the Company."

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offering, issue, allotment of the said equity shares."

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Registered Office:

Flat No. 605, 6th Floor, B- Wing
Kingston Classic, Chincholi,
Bandra Road, Malad (W)
Mumbai - 400064
E-mail: vprpunglia@gmail.com
Website: www.vprp.co.in
Tel / Fax: 0291- 2434396

**By Order of the board
For Vishnu Prakash R Punglia Limited**

**Sd/-
Neha Matnani
Company Secretary**

Date: 03.09.2022

Place: Jodhpur

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Notes:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.
2. The instrument appointing the proxy, in order to be effective, must be deposited at the company's registered office, duly completed and signed, not less than forty-eight hours before the meeting.
3. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Proxy Form is attached.
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. Explanatory Statements setting out all the material facts concerning the aforesaid special business as required under section 102 of the Companies Act, 2013 is annexed hereto. All documents referred to in the accompanying Notice and Explanatory Statements shall be open for inspection at the registered office of the Company during the Business hours except on holidays, up to and including the date of AGM.
6. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
7. Members/Proxies are requested to bring the attendance slip filled in for attending the Meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same by sending email ID to accouts@vprp.co.in.
9. The Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. The Route Map to reach the corporate office being the Venue of the Annual General Meeting is as under:

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Jodhpur JN to Vishnu Prakash R Punglia limited

Drive 5.3 km



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Explanatory Statements (Pursuant to Section 102 of the Companies Act, 2013)

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Name of the Director	Mr. Vishnu Prakash Punglia	Mr. Manohar Lal Punglia
Date of Birth & Age	10.05.1956, 66 years	01.06.1973, 49 years
Date of Appointment	13/05/2013	25/08/2015
Qualifications	8th Pass	Graduate
Relationship between Directors inter-se	Relative of Existing Director and shareholders of the Company	Relative of Existing Director and shareholders of the Company
Expertise in specific functional area	Having Rich Experience in the area of Construction business. Serving the Company before its incorporation	Having Rich Experience in the area of Construction business. Serving the Company before its incorporation
Directorship in other companies/ LLP	Vishnu Prakash R Punglia Construction Limited	Vishnu Prakash R Punglia Construction Limited
Remuneration Drawn for the FY 2020-21	31,50,000/-	31,50,000/-
Shareholding as on 31.03.2021	28,50,000 Shares	27,40,000 shares

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Item No. 5- Approval of Cost Auditor's remuneration:

The Board of Directors at its Meeting held on 03 September 2022, approved the appointment of M/s. RAJENDRA SINGH BHATI & CO., COST ACCOUNTANTS, JODHPUR, RAJASTHAN (Membership No. 33509/FRN. 101983) to conduct the audit of the Cost records of the Company on a remuneration of Rs. 21,000 /- as agreed (excluding all applicable taxes and reimbursement of out-of-pocket expenses) for the financial year ending March 31, 2023.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended or re-enacted from time to time) the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO.6

The Company proposes to issue further equity share capital by allotting shares through private placement basis to the following proposed allottees by inviting outsiders to the proposed issue. In view of the company's expansion plan, the company is planning to raise money by inviting outsiders and make appropriate contribution apart from the loans for its planned capex and working capital requirements.

The List of the Proposed allottees are as follows:

S.NO.	NAME	NO. OF SHARES	CATEGORY
1	SHREE RAM INDIA GUMS PRIVATE LIMITED	100000	Company
2	SHREE RAM INDUSTRIES	35000	Partnership Firm
3	ABHISHEK SATISH KUMAR RATHI	25000	Individual
4	SHREE RAM GUMS PRIVATE LIMITED	40000	Pvt Ltd Company

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5	CHAMPALAL SONI	40000	Individual
6	MANISHA SONI	40000	Individual
8	LALIT SONI	25000	Individual
9	SHILPI BHARGAVA	75000	Individual
10	KISHAN JHANWAR	25000	Individual
11	NAVEEN AGARWAL	25000	Individual
12	KAILASH NARAYAN SHARDA HUF	25000	HUF
13	CHANDRA NARAYAN SHARDA HUF	25000	HUF
14	POOJA LOHIYA	25000	Individual
15	KALAWATI DEVI LOHIYA	25000	Individual
16	VINEET LOHIYA	25000	Individual
17	MITAKSH MUNDRA	25000	Individual
18	LALITA RATHI	25000	Individual
19	ANAND SONI	25000	Individual
20	VIDHI BOOB	25000	Individual
21	BHANWAR LAL CHANDAK	30000	Individual
22	KAILASHCHANDRA BANSHILAL CHANDAK	25000	Individual
23	PIYUSH CHANDAK	25000	Individual
24	KAVITA KAILASHCHANDRA CHANDAK	25000	Individual
25	KAVITA PIYUSH CHANDAK	25000	Individual
26	NAVIN SANCHETI HUF	50000	HUF
27	SHIVPRASAD B RANDAD	40000	Individual
28	AVIJIT DAS PATNAIK	25000	Individual
29	MANISHA LADHA	25000	Individual
30	KRISHNA CHANDRA CHANDAK	25000	Individual
31	KAILASH CHANDRA DAGA	25000	Individual
32	VINOD RATHI	25000	Individual
33	ANUP GUPTA	150000	Individual
34	AMIT GUPTA	150000	Individual
35	DEEPAK AGARWAL	100000	Individual
36	ANIL KUMAR KEDIA	100000	Individual

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37	AADISHAKTI STEELS	100000	Partnership Firm
38	NATHMAL WEALTH MANAGEMENT LLP	100000	LLP
39	PINKY SINGH	100000	Individual
40	MBRD INVESTMENT	100000	Partnership Firm
41	SHUBHAM AGARWAL	75000	Individual
42	PRATHAM AGARWAL	75000	Individual
43	SWATI AGARWAL	50000	Individual
44	KOMAL AGARWAL	50000	Individual
45	ARUN AGARWAL	50000	Individual
46	SHRIGAURI BUILDTECH (P) LTD	50000	Company
47	KISHAN LAL RUNGTA (HUF)	50000	HUF
48	SUNITA AGRAWAL	50000	Individual
49	ASHUTOSH BOHRA	50000	Individual
50	NAND KISHORE AGRAWAL	50000	Individual
51	LILY AGARWAL	50000	Individual
52	KIRODIMAL MODI	50000	Individual
53	SUNITA MODI	50000	Individual
54	USHA HARIPRASAD KARIWALA	50000	Individual
55	AMIT HARIPRASAD KARIWALA	50000	Individual
56	PRIYA BHUTRA	50000	Individual
57	NILESH BAFNA	50000	Individual
58	AMIT GARG	50000	Individual
59	MIRA PARCHANI	25000	Individual
60	MEENAKSHI AGARWAL	25000	Individual
61	SAMPAT DEVI KHEMKA	25000	Individual
62	VIMAL PARWAL	25000	Individual
63	SHYAMSUNDER BASUDEO AGARWAL	25000	Individual
64	GANESH SARAWAGI	25000	Individual
	TOTAL	3000000	

Accordingly, the Company will allot shares which are valued at fair market value as per the Income Tax provisions. With the above-mentioned issue, the Company's long-term resources will increase

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and it will help the Company to raise additional finances in future. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and all other applicable provisions of the Companies Act, 2013.

DETAILS AS PER RULE 13 OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014

S. No.	Particular	Details
(a)	The objects of the issue:	The issuer shall utilize the moneys received towards general corporate purposes and for the ordinary course of business of the issuer in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction to new locations across the Country and scaling up of existing projects to achieve higher growth in terms of revenue and profit.
(b)	Total number of Securities to be issued:	The total number of Equity Shares to be issued will be upto 30,00,000 equity shares
(c)	Natures of the shares	Equity Shares
(d)	Manner of issue of shares	Equity shares will be issued and offered by way of private placement in accordance with the provisions of Sections 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder.
(e)	The price at which the allotment is proposed:	The equity shares will be allotted at a face value of Rs 10/-each (the "Equity Shares"), at a price of Rs 215/- each (including a premium of Rs 205/- per share)

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(f)	The basis on which the price has been arrived at:	Valuation of the company has been done in accordance with the Discounted Cash Flow (DCF) Method (refer valuation report) dated 20/09/2022 issued by CA. Anurag Singhal, Registered valuer having Reg. Number IBBI/RV/06/2022/14679)
(g)	Relevant date with reference to which the price has been arrived at:	31-05-2022
(h)	The class or classes of persons to whom the allotment is proposed to be made:	Other than KMP, Directors, Promoters and promoter group.
(i)	Intention of promoters, directors or key managerial personnel to subscribe to the offer:	Promoters, directors and key managerial personnel do not intent to subscribe to the offer.
(j)	The proposed time within which the allotment shall be completed:	Six Month from the date of Special Resolution.
(k)	The name of the proposed allottee and no. of shares	List attached
(l)	The change in control, if any, in the Company that would occur consequent to the preferential offer;	There shall be no change in management or control of the Company pursuant to the issue of equity shares.

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(m)	The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities and price:	Not applicable
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(i) The pre issue and post issue shareholding pattern of the company in the following format-

SrNo.	Category	Pre-Issue		Post Issue	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian:				
	Individual	17670000	62.78	17670000	56.73
	Bodies Corporate				
	Others				
	Sub Total	17670000	62.78	17670000	56.73
2	Foreign Bodies Corporate				
	Sub Total				
	Total				

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B	Non-Promoters' holding:				
1	Institutional Investors				
2	Non Institution:				
	Private Corporate Bodies				
	Directors and Relatives	10478000	37.22	13478000	43.27
	Indian Public				
	Others (Including NRIs)				
	Sub Total	10478000	37.22	13478000	43.27
	GRAND TOTAL	28148000	100	31148000	100

None of the directors, key managerial personnel or their relatives are in any way concerned or interested in the proposed resolution except to the extent of the offer made to them by virtue of this private placement offer.

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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]**

Vishnu Prakash R Punglia Limited

CIN: U45203MH2013PLC243252

Reg. Office – Flat No 605, VI Floor, B Wing, Kingston Classic Chincholi, Bandar Road, Malad (W)
Mumbai – 400064 Maharashtra

Head Office: H-1 First Floor Shivalik Complex Near Gol Building Sardarpura, Jodhpur-342003

Tel: +91 0291 2634396, Website:www.vprp.co.in

Email id: vprpunglia@gmail.com

9th Annual General Meeting

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:

1.Name:

2.Address:

3.E-mailId:

4.Signature:

or failing him/her

1.Name:

2.Address:

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3.E-mail Id: _____
4.Signature: _____

or failing him/her

1.Name: _____
2. Address: _____
3.E-mailId: _____
4.Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting to be held on Friday, September 30, 2022 at 01.00 p.m. at the head office of the company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.-

1. Adoption of Financial Statements for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of a Director in place of Mr. Vishnu Prakash Punglia (DIN: 02162019), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of a Director in place of Mr. Manohar Lal Punglia (DIN: 02161961), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Joint Auditors- M/s Banshi Jain & Associates (Firm Registration No. 100990W)
5. Approval of Cost Auditor's remuneration
6. Creation, Offering, and Issuing Shares on Private Placement Basis.

Signed this 30th day of Sep 2022

Signature of shareholder:

Signature of Proxy holder(s):

Affix
revenue
stamp of not
less than
Re 1

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Notes:

1. 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.
2. Please complete all details including details of member(s) before submission.

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MEMBERS ATTENDANCE REGISTER

9th ANNUAL GENERAL MEETING of the members of Vishnu Prakash R Punglia Limited held on Friday, September 30, 2022 at 01.00 P. M. the Head Office of the Company situated at H-1 First Floor Shivalik Complex, Near Gole Building, Sardarpura, Jodhpur-342001

S. No.	Name of Members/Proxies	Folio No.	No. Of shares Held	Signature	Remarks
1.	VISHNU PRAKASH PUNGLIA	01	2850000		
2.	RAM JEEVAN PUNGALIA	02	3310000	ABSENT	
3.	MANOHAR LAL PUNGLIA	03	2740000		
4.	VIJAY PUNGALIA	04	2730000		
5.	KAMAL KISHOR PUNGALIA	05	2800000		
6.	ANIL PUNGALIA	06	2700000		
7.	PUSHPA DEVI PUNGALIA	07	2370000	ABSENT	
8.	PUSHPA PUNGLIA	08	2530000	ABSENT	
9.	SANJAY KUMAR PUNGALIYA	09	2770000		
10.	AJAY PUNGALIYA	10	3200000		
11.	DILIP PUNGAIYA	11	148000	ABSENT	

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MINUTES OF THE NINTH (9TH) ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 30, 2022 AT 01.00 P. M. AT THE HEAD OFFICE OF THE COMPANY SITUATED AT H-1 FIRST FLOOR SHIVALIK COMPLEX, NEAR GOLE BUILDING, SARDARPURA, JODHPUR-342001

Time of commencement : 01:00 P.M.

Time of Conclusion : 04:30 P.M.

PRESENT:

Members of the Board of Directors:

VISHNU PRAKASH PUNGLIA – Director & Chairman

MANOHAR LAL PUNGLIA – Managing Director

AJAY PUNGALIYA - Director & Chief Financial Officer

SANJAY KUMAR PUNGLIA – Director & Chief Executive Officer

KAMAL KISHOR PUNGALIA – Director

ANIL PUNGALIYA - Director

VIJAY PUNGALIA - Director

SHRIPAL BHANSALI – Independent Director

KRISHAN MURARI LAL MATHUR - Independent Director

NILIMA BHANSALI - Independent and Woman Director

NEHA MATNANI – Company Secretary

MEMBERS PRESENT

Seven out of Eleven members were present in person.

M/S R.P. Mundra & Co. Statutory Auditors, of the Company and Ms. Reeptika Barmera, Secretarial Auditor of the Company were present by invitation.

1. The following documents and registers were placed on the table:

- (i) Notice convening 9th Annual General meeting of the Company.
- (ii) Director's Report along with annexures thereto for the financial year ended 31st March, 2022.

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- (iii) The Audited Financial statements and Auditor's Report thereon for the Financial year ended 31st March , 2022.
 - (iv) The Register of Directors and Key Managerial Personnels and their shareholdings (remained open for inspection during the meeting).
 - (v) The Register of Contracts or Arrangement in which director were interested (remained open for inspection during the meeting).
 - (vi) Mr. Vishnu Prakash Punglia, took the chair and called the meeting to order.
2. At 01.00 P.M. the Chairman commenced the meeting by welcoming the members. The Chairman announced that the requisite quorum being present, the meeting was called to order.
 3. The Chairman then took up the official business of the meeting.

ORDINARY BUSINESS:

Ordinary Resolutions

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022 including the Audited Balance Sheet as at March 31, 2022, Statement of Profit & Loss for the year ended 31st March, 2022 and Cash Flow Statement on that date and together with the Director's Report and Auditor's report for the said financial year and in this regard, pass the following resolution as Ordinary Resolution:

The Chairman highlighted the financial performance of the Company and invited the member to seek clarifications, if any on the accounts. Thereafter, the resolution was put to vote for adoption.

Proposed By: Vishnu Prakash Punglia

Seconded By: Sanjay Kumar Punglia

Members has raised the queries on Reports and Financial Statements and other items set out in the Notice. The Chairman then answered their queries

“RESOLVED THAT the Audited Financial statement, consisting of Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss and Cash Flow Statement alongwith necessary explanatory notes attached to and forming part of annual financial statements for the year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon as placed before the meeting be and are hereby received, considered and adopted.”

On show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

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2. Appointment of a Director in place of Mr. Vishnu Prakash Punglia (DIN: 02162019) who retires by rotation at this Annual general Meeting and being eligible, offers himself for re-appointment.

Proposed By: Anil Punglia

Seconded By: Manohar Lal Punglia

“RESOLVED THAT pursuant the provisions of Section 152(6) of the Companies Act,2013 and Articles of Association of the Company, Mr. Vishnu Prakash Punglia (DIN: 02162019) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

On show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

3. Appointment of a Director in place of Mr. Manohar Lal Punglia (DIN: 02161961) who retires by rotation at this Annual general Meeting and being eligible, offers himself for re-appointment.

Proposed By: Ajay Pungaliya

Seconded By: Kamal Kishor Pungalia

“RESOLVED THAT pursuant the provisions of Section 152(6) of the Companies Act,2013 and Articles of Association of the Company, Mr. Manohar Lal Punglia (DIN: 02161961) who retires by rotation, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.

On show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

4. Appointment of M/s Banshi Jain & Associates (Firm Registration No. 100990W) as joint auditors of Company.

The Chairman suggested the appointment of M/s Banshi Jain & Associates ((Firm Registration No. 100990W) as joint auditors of Company. Thereafter, the resolution was put to vote for adoption.

Proposed By: Vishnu Prakash Punglia

Seconded By: Sanjay Kumar Punglia

“RESOLVED THAT pursuant to the provisions of Section 139 read with the Companies(Audit and Auditors) Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, M/s Banshi Jain & Associates (Firm Registration No. 100990W) be and is hereby appointed as the Statutory Auditors of the Company to hold the office beginning from the conclusion of this Annual General Meeting till the conclusion of Annual General

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Meeting of the Company to be held in the year 2023 on such terms and remuneration, out of pocket , travelling and living expense as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.”

On show of hands, the Chairman declared the aforesaid Ordinary Resolution carried unanimously.

5. Approval of Cost Auditor's remuneration.

The Chairman suggested an amount of Rs. 21,000/-, as recommended by Nomination & Remuneration Committee, to be paid to the Cost Auditor for the Financial Year ending March 31, 2023. Thereafter, the resolution was put to vote for adoption.

Proposed By: Vishnu Prakash Punglia

Seconded By: Kamal Kishor Punglia

Members considered the matter and thereafter passed the following resolution unanimously by show of hands:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. RAJENDRA SINGH BHATI & CO., COST ACCOUNTANTS, JODHPUR, RAJASTHAN (Membership No. 33509/FRN. 101983) appointed by the Board of Directors of the Company to conduct the audit of cost records maintained by the company pertaining to Construction of Roads (ROB), be paid a remuneration of Rs. 21,000 /-, for the Financial Year ending March 31, 2023, plus, applicable taxes and re-imburement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as approved.”

6. Creating, Offering, Issuing And Allotment of Shares on Private Placement Basis

The Chairman informed the Board that in order to increase the share capital of the Company, it is recommended to create, offer, issue and allot upto 30,00,000 (Thirty lakh) Equity shares at the issue price of INR 215/- (Indian Rupees Two Hundred and Fifteen Only) each having Face Value of INR.10/- each shares on Private Placement Basis at a premium of Rs. 205/- per share (Indian Rupees Two Hundred Five). Thereafter, the resolution was put to vote for adoption.

Proposed By: Vishnu Prakash Punglia

Seconded By: Manohar Lal Punglia

The Members discussed about the matter and thereafter passed the following resolution unanimously by show of hands :

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"RESOLVED THAT in accordance with the provisions of Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or re-enactment thereof for the time being in force), Articles of Association of the Company and Subject to requisite permissions, consents, sanctions and approvals of all appropriate authorities, as may be required, with such conditions and modifications, as may be prescribed in granting such approvals, permissions and /or sanctions which may be agreed to by the Board of Directors, the consent of the members be and is hereby accorded to the Board the Directors to create, offer, issue and allot up to upto 30,00,000 (Thirty lakh) Equity shares having face value Rs 10 at a price of Rs 215 (Rupees Two Hundred Fifteen) each aggregating upto Rs. 64,50,00,000/- (Rupees Sixty-Four Crores Fifty Lakh only) on Private Placement basis such number of persons as detailed in Explanatory Statements annexed herewith on Private Placement basis and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion."

"FURTHER RESOLVED THAT the Equity Shares to be issued and allotted shall rank pari passu as regards voting rights and dividend with the existing Equity Shares of the Company."

"FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid special resolution, the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such other acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable and to settle any question, difficulty or doubt that may arise in regard to the offering, issue, allotment of the said equity shares."

VOTE OF THANKS –

There being no other business to transact, the meeting terminated with a vote of thanks to the Chair.

DATE : 19/10/2022

PLACE: Jodhpur


VISHNU PRAKASH PUNGLIA
CHAIRMAN