

AKASH INFRA- PROJECTS LIMITED

Regd. Office: 2 Ground Floor Abhishek Complex, Opp. Hotel Haveli, Sector-11, Gandhinagar 382011
Web: www.akashinfra.com CIN: L45209GJ1999PLC036003;
Ph:+91-79-23227006; Email ID: cs@akashinfra.com

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of **M/s. Akash Infra-Projects Limited** will be held on Thursday, 28th February, 2018 at 4.00 p.m. at 'Pathikashram Hotel' Near S.T. Depo, GH-3 Circle, GH Road, Sector-11, Gandhinagar – 382011, to transact the following businesses as special businesses:

SPECIAL BUSINESSES:

ITEM NO. 1 TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

RESOLVED THAT pursuant to the provisions of Section 61 of the Companies Act, 2013 and Companies (Share Capital & Debentures) Rules, 2014, and any other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be and is hereby increased from Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.17,00,00,000 /- (Rupees Seventeen Crores only) divided into 1,70,00,000(One Crore Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the existing clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V":

V The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

ITEM NO. 2 TO ISSUE BONUS SHARES.

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

RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder (including any statutory modifications or reenactments thereof for the time being in force), the relevant provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company (herein after referred to as "The Board" which expression shall include the committee of the Directors duly authorized in this behalf, if any) and subject to the regulations and guidance issued by the Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') and other applicable regulations and guidelines issued by SEBI, as amended from time to time and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to such terms and conditions, if any, consent of members be and is hereby accorded to the Board, for capitalization of a sum not exceeding Rs. 8,43,12,670 (Rupees Eight Crore Forty Three Lakh Twelve Thousand Six Hundred Seventy), from amount standing to the credit of the retained earnings / securities premium account, and / or any other permitted reserves / surplus of the Company as at March 31, 2018, be transferred to Share Capital Account and that such sum shall be applied for allotment of New Equity Shares of the Company of Rs. 10 (Rupees Ten Only) each as fully paid-up Bonus Shares to the persons who, on the Record Date (to be determined by the Board), shall be holders of the existing Equity Shares of Rs. 10 (Rupees Ten Only) each of the Company, in the proportion of 1 (One) New Equity Share

AKASH INFRA-PROJECTS LIMITED

for every 1 (One) existing Equity Share held by such persons, on the footing that they become entitled thereto for all purposes as capital upon allotment of New Equity Shares.

RESOLVED FURTHER THAT the Equity Shares proposed to be issued and allotted as fully paid bonus shares shall rank pari-passu with the existing Equity Shares of the Company in all respects including as to dividend and shall be subject to relevant provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient, including but without limitation to making application to Stock Exchange for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the bonus issue and signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders and to do all the necessary incidental things as may be required to give effect to the proposed issue.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person at it may think fit.

**Place : Gandhinagar
Date : 31st January, 2019**

**By order of the Board of Directors
FOR AKASH INFRA-PROJECTS LIMITED**

**Registered Office:
2 Ground Floor Abhishek Complex,
Opp. Hotel Haveli,
Sector-11
Gandhinagar 382011.**

**Yoginkumar H. Patel
Chairman & Managing Director
DIN : 00463335**

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Businesses to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA- ORDINARY GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINTA PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
3. Corporate Members intending to send their authorized representatives to attend the Extra-Ordinary General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the Extra-ordinary General meeting as provided under the provisions of the Companies Act, 2013.

AKASH INFRA-PROJECTS LIMITED

5. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.
6. Members are requested to write their DP ID and Client ID in the Attendance Slip for attending the Extra Ordinary General meeting to facilitate identification of membership at the meeting.
7. As the Company is listed on SME Exchange and the number of shareholders in the Company is less than the prescribed limit and hence it is not required to provide remote e-voting facility to its members.
8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.akashinfra.com.
9. A Route Map showing the Directions to reach the venue of the Extra – Ordinary General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting (as amended from time to time).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
11. Members may contact the Registrar and Share Transfer Agent of the Company i.e. support@purvashare.com, in case of any change of address or queries relating to their shares.
12. Members are requested to intimate change of address and updates on bank account details, if any, to the respective depository participants.
13. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant and Registrar and Share Transfer Agent to enable us to send you the communications via email.
14. Electronic copy of the Notice of the Extra-ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
15. The Statutory Registers as required under the Companies Act, 2013 will be available for inspection by the members at the Extra-ordinary General Meeting. For any communication, the shareholders may also send requests to the Company's investor email id: cs@akashinfra.com.
16. All documents proposed for approval, if any, in the above Notice and documents specifically in the Explanatory Statement are open for inspection at the Registered office of the Company during the working hours on all working days (except Saturdays, Sundays and Holidays) up to the date of Extra Ordinary General Meeting.

**Place : Gandhinagar
Date : 31st January, 2019**

**Registered Office:
2 Ground Floor Abhishek Complex,
Opp. Hotel Haveli,
Sector-11
Gandhinagar 382011.**

**By order of the Board of Directors
FOR AKASH INFRA-PROJECTS LIMITED**

**Yoginkumar H. Patel
Chairman & Managing Director
DIN : 00463335**

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102(1) of the Companies Act, 2013, sets out all material facts relating to the special businesses mentioned in the accompanying Notice.

Item No.1

The Board of Directors of the Company resolved to issue bonus shares subject to the requisite consents and approvals from various statutory / governing authorities as may be necessary. In order to facilitate the bonus issue of equity shares it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 16 Crore to Rs. 17 Crore as stated in the resolution.

In accordance with the provisions of the Companies Act, 2013 approval of shareholders is required to increase the Authorised Share Capital and to amend the Memorandum of Association of the Company. In view of the same, Special resolution is proposed for the approval of the shareholders.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned financially or otherwise in the proposed resolution.

A copy of the existing Memorandum of Association, together with proposed alteration, is available for inspection at the registered office of the Company during the business hours on any working day up to the date of Extra Ordinary General Meeting.

Item No.2

The Board of Directors at its meeting held on January 31, 2019, subject to consent of the shareholders of the Company, recommended to issue bonus equity shares of Rs. 10/- (Rupees Ten Only) each credited as fully paid up to eligible shareholder of the Company in the proportion of 1 (One) newly paid up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid up equity share of Rs. 10/- (Rupees Ten only) each by capitalizing a sum not exceeding upto Rs. 8,43,12,670/- (Rupees Eight Crore Forty Three Lakh Twelve Thousand Six Hundred Seventy only) out of retained earnings / securities premium account, and / or any other permitted reserves / surplus of the Company, as may be considered appropriate.

The Bonus shares once allotted shall rank pari passu in all respects and shall carry the same rights as the existing Equity Shares and shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new equity shares are allotted.

Article 205 of the Articles of Association of the Company permits capitalization of amount for the time being standing to the credit of any of the Company's reserve account (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, issue of Bonus shares requires the approval of the shareholder of the Company. The Board recommends the Special resolution as set out in the Notice for the approval of the shareholders.

None of the Directors, Key Managerial personnel of the Company and their relatives are in any way concerned or interested directly or indirectly in passing of the resolution except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the Companies / institutions / trust of which they are Directors or members or trustees, without any beneficial interest.

**Place : Gandhinagar
Date : 31st January, 2019**

**By order of the Board of Directors
FOR AKASH INFRA-PROJECTS LIMITED**

**Registered Office:
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**Yoginkumar H. Patel
Chairman & Managing Director
DIN : 00463335**

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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Thursday, 28th February, 2019 at 4.00 p.m. at Pathikashram Hotel, Near S.T. Depo, GH-3 Circle, GH Road, Sector-11, Gandhinagar - 382011.

Name and Registered Address of the Sole / First Named Member	:	
DP ID-Client ID	:	
No. of shares held	:	
Full name of the Member/Proxy	:	
Member's/Proxy's Signature	:	

Note:

Please bring this attendance slip duly filled in to the meeting and hand it over at the Entrance Hall of the Meeting.

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PROXY FORM

Form No. MGT - 11

(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	
DP Id. / Client Id	
No. of Shares	

I/We, being the member(s) of the above named company, hereby appoint:

(1) Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him / her

(2) Name _____

Address _____

E-mail Id: _____ Signature _____ or failing him / her

(3) Name _____

Address _____

E-mail Id: _____ Signature _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Thursday, 28th February, 2019 at 4.00 p.m. at Pathikashram Hotel, Near S.T. Depo, GH-3 Circle, GH Road, Sector-11, Gandhinagar – 382011 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Matter of Resolution	For	Against
	Special Businesses:		
1.	To increase the Authorized Share Capital of the Company. (Special Resolution)		
2.	To issue Bonus Shares. (Special Resolution)		

Signed this _____ day of _____, 2019

Signature of the Shareholder _____

Signature of Proxy holder(s) _____

affix one
rupee
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.

If undelivered please return to :
AKASH INFRA-PROJECTS LIMITED
(FORMERLY KNOWN AS AKASH INFRA-PROJECTS PVT LTD)
L45209GJ1999PLC036003

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Tel. No. +91- 079-23227006 Email ID : cs@akashinfra.com Website: www.akashinfra.com

