

NOTICE

Notice is hereby given that the 19th Annual General Meeting of **AKASH INFRA-PROJECTS LIMITED** will be held on Monday, 24th September, 2018 at 4.00 P.M. 'Pathikashram Hotel' Nr. S.T.Depo, GH-3 Circle, GH Road, Sector-11, Gandhinagar – 382011 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at March 31, 2018, Statement of Profit and Loss and Cash Flow for the year ended on that date and the Report of the Directors' and Auditors' thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. Ambusinh P. Gol(DIN:00463376), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dineshbhai H. Patel (DIN: 00468821), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. 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 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, the remuneration as decided by the Board of Directors based on the recommendation of the Audit Committee of Rs. 50,000 (Rupees Fifty Thousand Only) p.a. plus out of pocket expense to M/s. Rahil Shah & Associates, Cost Accountants (Firm Reg. No.:002123), Ahmedabad appointed by the Board of Directors to conduct the audit of cost records of the Company for the Financial year 2018-19, be and is hereby ratified.

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A 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.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in the Notice is annexed hereto and forms part of this Notice.
3. Company has fixed 21st September, 2018 as record date for the purpose of determining the entitlement of dividend.
4. The notice of Annual General Meeting will be sent to the members, whose name appear in the register of members as at closing hours of business, on 24th August, 2018.
5. There is no unpaid/unclaimed dividend which is require to transfer IEPF account.
6. The Board of Directors of the Company have recommended a Dividend of Rs. 0.50 (@ 5%) per fully paid equity share of Rs. 10/- each of the Company for the financial year ended on 31st March, 2018.
7. Members seeking clarifications on the Annual Report are requested to send in writing their queries to the Company at least 10 days before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
8. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on its behalf at the Annual General Meeting.

AKASH INFRA-PROJECTS LIMITED

9. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
10. The financial statements, the reports and all other documents required under the law to be annexed thereto and referred in to accompanying notice and explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company www.akashinfra.com for their download.
11. Particulars of Directors who are proposed to be re-appointed, are given below:

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - II as issued by ICSI"

NAME	Mr. Ambusinh Gol	Mr. Dineshbhai Patel
DIN	00463376	00468821
Date of Birth	3 rd October, 1966	17 th January, 1967
Age	51 years	51 years
Date of appointment on Board	15 th August, 2001	15 th August, 2001
Qualification, Experience and Expertise	He is a Diploma in Civil Engineering. He has been engaged in the field of construction since past couple of decade. He is associated with many construction projects of Government. He has a rich and diversified experience in the Infrastructure field. He mainly handles the execution part of Infrastructural projects such as construction of Roads, Bridges etc.	He has competed a course of Draftsman (Civil Engineering) from IIT and is associated with a Company since over a decade. He is having an in depth practical exposure in the field of bidding tenders which helps to avail various government as well as other projects for the Company.
Shareholding in the Company as on 31 st March, 2018	18,13,600(23.90%)	4,00,000(5.27%)
Relationship with other Directors	Brother of Mr. Premalsinh P. Gol, Whole Time Director and Spouse of Mrs. Bhavana A. Gol, Director	Brother of Mr. Yoginkumar H. Patel, Chairman & Managing Director
Promoter/Non-Promoter	Promoter	Promoter Group
Other outside Directorship**	NIL	NIL
Details of outside Membership/ Chairmanship of Audit & Stakeholder Relationship Committee	NIL	NIL
Number of Meetings attended during the financial year 2017-18.	10	10

** Excludes the Private Limited Companies, Foreign Companies and Companies regd. under Section 8 of the Companies Act, 2013

12. Members are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. if any to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services.

13. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in electronic form are requested to register their e-mail id with their Depository Participants in this regard.
14. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.
15. Members are requested to write their DP ID and Client ID in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
16. Members / proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report to the meeting.
17. The Shares of the Company are listed at National Stock Exchange of India Limited, SME Emerge.
18. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulation, 2009], pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its members
19. A Route Map showing the Directions to reach the venue of the 19th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting.

Place : Gandhinagar
Date : 18th August, 2018

REGISTERED OFFICE:

2, Ground Floor, Abhishek Complex,
Opp. Hotel Haveli, Sector-11,
Gandhinagar 382011

BY ORDER OF THE BOARD
FOR AKASH INFRA-PROJECTS LIMITED

Upasna Patel
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The Board of Directors on recommendation of the Audit Committee has appointed M/s. Rahil Shah & Associates, Cost Accountant (FRN 002123) as the Cost Auditors of the Company for the financial year 2018-19 to conduct the cost audit of the Company. As per the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the remuneration fixed by the Board of Directors payable to the Cost Auditors is to be ratified by the members of the Company.

Accordingly, approval of the Members is sought by way of Ordinary Resolution set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2019.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for approval of the Members.

None of the Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution set out at item no. 5 of the Notice.

Place : Gandhinagar
Date : 18th August, 2018

REGISTERED OFFICE:

2, Ground Floor, Abhishek Complex,
Opp. Hotel Haveli, Sector-11,
Gandhinagar 382011

BY ORDER OF THE BOARD
FOR AKASH INFRA-PROJECTS LIMITED

Upasna Patel
Company Secretary

AKASH INFRA-PROJECTS LIMITED

CIN : L45209GJ1999PLC036003

Registered Office: 2 Ground Floor Abhishek Complex, Opp. Hotel Haveli, Sector-11 Gandhinagar- 382011,
Tel. No. +91- 079-23227006 Email ID : cs@akashinfra.com Website: www.akashinfra.com

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 : _____

DPID-Client ID: : _____

I/We being the member(s) of _____ shares 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 19th Annual General Meeting of the Company to be held on Monday, 24th September, 2018 at 4.00 p.m. at 'Pathikashram Hotel'Nr. S.T.Depo, GH-3 Circle, GH Road, Sector-11, Gandhinagar – 382011 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

- 1. Adoption of Audited Standalone and Consolidated Financial Statements for the year ended on 31st March, 2018 and the Directors' and Auditors' Report.
- 2. Declaration of Dividend on Equity Shares of the Company.
- 3. Re-Appointment of Mr. Ambusinh Gol as a Director of the Company, who retires by rotation.
- 4. Re- Appointment of Mr. Dineshbhai Patel as a Director of the Company, who retires by rotation.

SPECIAL BUSINESS

- 5. Ratification of remuneration payable to the Cost Auditors for the financial year 2018-19..

Signed this _____ day of _____ of 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____



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.

AKASH INFRA-PROJECTS LIMITED

AKASH INFRA-PROJECTS LIMITED

L45209GJ1999PLC036003

Registered Office: 2 Ground Floor Abhishek Complex, Opp. Hotel Haveli, Sector-11 Gandhinagar- 382011,
Tel. No. +91- 079-23227006 Email ID : cs@akashinfra.com Website: www.akashinfra.com

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company held on Monday, 24th September, 2018 at 4.00 p.m. at 'Pathikashram Hotel' Nr. 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.

Route Map of the venue of Annual General Meeting of the Company.

