



**IJM (INDIA)
INFRASTRUCTURE
LIMITED**

**IJM (INDIA) INFRASTRUCTURE LIMITED
(CIN: U45200TG1998PLC029180)**

NOTICE

H.No. 1-89/1, 3rd & 4th Floor
Plot No. 42 & 43, Kavuri Hills, Phase - 1,
Madhapur, Hyderabad - 500 081. INDIA.
Tel : +91 40 23114661 - 64
Fax : +91 40 23114669, 40058573
Email : ijmi@ijm.com
www.ijm.com
CIN : U45200TG1998PLC029180
GST No.: 36AAACI7067A1ZU
GST No.(ISD): 36AAACI7067A2ZT

Notice is hereby given that the 23rd Annual General Meeting of IJM (India) Infrastructure Limited will be held on Friday, the 26th day of November, 2021, at 11.00 AM at the registered office of the Company situated at H.No.1-89/1, Plot No.42 & 43, 3rd & 4th Floor, Kavuri Hills, Phase-1, Madhapur, Hyderabad – 500081, Telangana to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the FY-2020-21 (both Standalone & Consolidated) together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Ms. Gan Sher Lin (DIN: 08249043) Director, who retires by rotation and who being eligible, offers herself for re-appointment as a Director.
3. Appointment of M/s. MSKA & Associates, Chartered Accountants, Hyderabad (Firm regn. No. 105047W) as Statutory Auditors for a block of Five years from FY-2021-22 to FY- 2025-26 and fix remuneration to be paid to the Statutory Auditors.

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolution with or without modification(s) as an “**Ordinary Resolution**”:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) exclusive of applicable GST and out-of-pocket expenses payable to M/s. Kapardhi & Associates, Cost Accountants in practice, (Firm Registration No. 100231) who have been appointed by the Board of Directors of the Company as Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



ISO 9001:2015 Regd. No. 2870123

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded to the appointment of Mr. Sanjay Agarwal, (DIN: 00109451) as a Whole-time Director of the Company for a period of five years from 15th March, 2021, on the remuneration and on such terms and conditions as set out below with liberty and authority to Nomination and Remuneration Committee or the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Sanjay Agarwal.

Remuneration:

1. Salary & Consolidated Allowances: Up to maximum of Rs. 10,57,000/- (Rupees Ten Lakhs Fifty-Seven Thousand only) per month with a power to the Nomination and Remuneration Committee or Board of Directors of the Company to amend from time to time.

2. In addition to the salary indicated above, Mr. Sanjay Agarwal will be entitled to the following:

i. Coverage for self, spouse and two dependent children, under hospitalization insurance as per the rules of the Company, if a similar coverage is not available in the employment of spouse.

ii. GPA coverage for self up to 36 months gross salary.

3. Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Sanjay Agarwal, the Company has no profits or its profits are inadequate, the Company will pay remuneration, by way of Salary, Benefits, Perquisites and Allowances and Performance linked bonus as specified above, subject to further approvals as required under Schedule V of the Act, or any modification(s) thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/ or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/ or sanctions and the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, not exceeding 20,00,00,000 (Twenty Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each of the Company at a premium of Rs. 10/- (Rupees Ten only) per share aggregating to Rs. 400 Crores (Rupees Four Hundred Crores only) to IJMII (Mauritius) Limited, Holding Company in one or more tranches at such terms and conditions and in such manner as may be decided by the Board in this connection.

RESLOVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respect including dividend with the existing equity shares of the Company;

RESOLVED FURTHER THAT the monies received by the Company from the Investor for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investor be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Investor inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.”

7. To consider and, if thought fit, to pass the following resolution with or without modification(s) as an **“Ordinary Resolution”**:

“RESOLVED THAT Mr. Wong Heng Wai (DIN:09389547) who was appointed as an Additional Director of the Company with effect from 08th November, 2021 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Mr. Wong Heng Wai for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.

**By order of the Board
For IJM (India) Infrastructure Limited**


Ramakanth Kunapuli
Company Secretary
Membership No. F5539

Regd. Office:
H. No. 1-89/1, Plot No. 42 & 43
Kavuri Hills, Phase I, Madhapur
Hyderabad – 500 081

Dated: 18th November, 2021
Place: Hyderabad

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE FILED WITH THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
3. AN EXPLANATORY STATEMENT IS ANNEXED TO THIS NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013 ARE REQUESTED TO SEND TO THE COMPANY, A CERTIFIED COPY OF THE RELEVANT BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
5. MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ARE AVAILABLE FOR INSPECTION BY THE MEMBERS OF THE COMPANY DURING THE BUSINESS HOURS OF THE COMPANY UPTO THE DATE OF ANNUAL GENERAL MEETING OF THE COMPANY
6. ROUTE MAP TO GENERAL MEETING AS REQUIRED UNDER SECRETARIAL STANDARDS IN ENCLOSED TO THE REPORT.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

Item No.4

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for services covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. Accordingly, M/s. Kapardhi & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2020 - 2021 by the Board of Directors, at its meeting held on 8th August, 2020. The Board has fixed remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) exclusive of applicable GST and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors, Key Managerial Personnel of the Company and their relatives or in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

Item No. 5

Mr. Sanjay Agarwal, (DIN: 00109451) who is currently working as Chief operating officer of the Company with over 25 years of rich experience in the areas of Real estate & construction was appointed as an additional Director and as a Whole-time Director of the Company for period of Five years (5) w.e.f., 15th March, 2021. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Sanjay Agarwal as Whole time Director of the Company and accordingly suitable resolutions were placed in Item No.5 of the AGM notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives except Mr Sanjay Agarwal and his relatives in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.



**Additional Information on Directors seeking appointment/re-appointment in the
Annual General Meeting under clause 1.2.5 of Secretarial Standard-2
Statement of Disclosure**

Name of the Director	Sanjay Agarwal
Age	56 years
Qualification	BE Civil
Date of first appointment on the Board	15th March, 2021
Terms & conditions of appointment/ re-appointment along with remuneration sought to be paid	Appointment for 5 Years. The Remuneration sought to be paid is provided in the resolution
Remuneration last drawn	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Expertise in specific functional area	Infrastructure & Construction
Number of meetings of the Board attended during the year	1
Names of other companies in which holds the directorship	4
Names of other companies in which holds the membership of committees of the board	Nil
No. of shares held in the Company as on 31 st March, 2021	Nil

Item No. 6

The board of directors of the Company ("Board") in their meeting held on Thursday, November 18, 2021 subject to necessary approval(s), have approved the proposal for raising of funds for an amount not exceeding Rs. 400,00,00,000/- (Rupees Four Hundred Crores only) by way of issue of upto 20,00,00,000 (Twenty Crores) Equity shares having nominal value of Rs.10/- (Rupees Ten only) each of the Company at a premium of Rs. 10/- (Rupees Ten only) to the holding Company i.e. IJMII (Mauritius) Limited.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the 'Act'), the Preferential Issue requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

Subject to approval of the shareholders of the Company, the Board vide its board resolution held on November 18, 2021 has authorized the issuance and allotment of 20,00,00,000 (Twenty Crores) Equity shares having nominal value of Rs.10/- (Rupees Ten only) each of the Company at a premium of Rs. 10/- (Rupees Ten only).

Disclosures as required under Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014:



Sr. No.	Particulars	Details
1.	The object(s) of the issue	To meet general business requirements addressing working capital needs as well as fund new projects. Therefore, the Company has proposed the issue of shares on Private Placement basis to the Holding Company to meet its capital requirements in due course.
2.	Total number of shares or other securities to be issued	The Company proposes to issue not exceeding 20,00,00,000 (Twenty Crores) Equity Shares as authorized under Articles of Association and as approved by the Board in its meeting held on 18 th November, 2021.
3.	The price or price band at which the allotment is proposed	The issue is proposed at a price of Rs.20/- per Equity Share including a premium of Rs. 10/- per Equity Share.
4.	Basis on which the price has been arrived at along with report of the registered valuer	The price of Equity share has been arrived on the basis of Valuation Report issued by the Mr. CA Sampath Soora (FCA, DISA, RV-SFA) Reg No: IBBI/RV/02/2019/11607. Copy of the valuation report obtained from the Registered Valuer is attached
5.	Name and address of valuer who performed valuation	Valuation Report was issued by Mr. CA Sampath Soora (FCA, DISA, RV-SFA) Registered Valuer, Reg No: IBBI/RV/02/2019/11607 having a place of business at Chikkadapally, Hyderabad
6.	Amount which the company intends to raise by way of such securities	Company intends to raise upto Rs. 400 Crores by means of this Preferential Offer.
7.	Relevant Date with reference to which the price has been arrived at	Relevant date with reference to which the price has been arrived at: 15 th November, 2021.
8.	The class or classes of persons to whom the allotment is proposed to be made	Details of the class of the persons to whom the allotment is made is mentioned in the resolution.
9.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Promoter(s) are interested to subscribe to this offer. No Director or Key Managerial Personnel are interested to subscribe to this offer.
10.	The proposed time within which the allotment shall be completed	The company will allot Equity shares within a period of 12 (Twelve) months from the date of passing Special Resolution by Shareholders of the Company.
11.	Principle terms of assets charged as securities	N.A.
12.	The name of the proposed allottees and the percentage of post preferential offer capital that may be held by them	IJMII (Mauritius) Limited. Post preferential offer capital that may be held is 99.92%

13.	The change in control, if any, in the company that would occur consequent to the preferential offer	There would be NO change of control in the company consequent upon the proposed preferential issue.
14.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	The company has not made allotment on preferential basis to any investors during F.Y. 2021-22.
15.	The justification for the allotment proposed to be made for consideration other than cash	The allotment proposed to be made is not for consideration other than cash. The same will be as per the price determined in accordance with the valuation report issued by the Registered Valuer

16. Pre issue and post issue Shareholding pattern of the Company is as follows:

Sr. No.	CATEGORY OF SHAREHOLDER	PRE - ISSUE		POST - ISSUE	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters' Holding				
1	Indian				
	Individual	---	---	---	---
	Body Corporate	---	---	---	---
	SUB TOTAL	---	---	---	---
2	Foreign promoters	61,60,14,085	99.89	81,60,14,085	99.92
	SUB TOTAL (A)	61,60,14,085	99.89	81,60,14,085	99.92
B	Non-Promoters' Holding				
1	Institutional Investors	---	---	---	---
2	Non institutional investor	---	---	---	---
3	Private corporate bodies	6,68,800	0.11	6,68,800	0.08
4	Directors and relatives	---	---	---	---
5	Indian public	---	---	---	---
6	Others (Including NRIs)	2,000	0.00	2,000	0.00
	SUB TOTAL (B)	6,70,800	0.11	6,70,800	0.08
	GRAND TOTAL (A) + (B)	61,66,84,885	100%	81,66,84,885	100%

The members are, therefore requested to accord their approval authorizing the Board to issue proposed preferential issue as set out in the resolution. None of the Directors & their relatives are in any way concerned or interested, financially or otherwise in this Resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 6 in the accompanying notice for your approval.

Item No. 7

The Board of Directors of the Company appointed Mr. Wong Heng Wai (DIN:09389547) as an Additional Director of the Company with effect from 08th November, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Wong Heng Wai (DIN: 09389547) shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Director.

Mr. Wong Heng Wai (DIN: 09389547) holds office only up to the date of the forthcoming Annual General Meeting and his appointment has to be regularized at the AGM. A notice under Section 160(1) of the Act has been received from a Member signifying his intention to appoint Mr. Wong Heng Wai (DIN: 09389547) appointment as a Director.

Mr. Wong Heng Wai was appointed as a Managing Director of IJM Construction Sdn Bhd on 24th August, 2021. Prior to joining IJM Construction Sdn Bhd, he was with BHP Engineering (M) Sdn. Bhd, Mudajaya Corporation Berhad and Tonkin & Taylor Konsult (M) Sdn Bhd from 1996 to 2001. Mr. Wong Heng Wai holds Bachelor of Civil Engineering (Hons) from Universiti Kebangsaan Malaysia and Master of Business Administration, Universiti Malaya.

The Board of Directors thus recommends the Resolution at Item No. 7 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Wong Heng Wai (DIN: 09389547) is concerned or interested in the Resolution at Item No. 7 of the Notice.

**Additional Information on Directors seeking appointment/re-appointment in the Annual General Meeting under clause 1.2.5 of Secretarial Standard-2
Statement of Disclosure**

Name of the Director	Wong Heng Wai
Age	49 years
Qualification	Service
Date of first appointment on the Board	05th November, 2021
Terms & conditions of appointment/ re-appointment along with remuneration sought to be paid	Retirement by rotation
Remuneration last drawn	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NA
Expertise in specific functional area	Infrastructure & Construction
Number of meetings of the Board attended during the year	1
Names of other companies in	11

which holds the directorship	
Names of other companies in which holds the membership of committees of the board	Nil
No. of shares held in the Company as on date	Nil

**By order of the Board
For IJM (India) Infrastructure Limited**


Ramakanth Kunapuli
Company Secretary
Membership No. F5539

Regd. Office:
H. No. 1-89/1, Plot No. 42 & 43
Kavuri Hills, Phase I, Madhapur
Hyderabad - 500 081

Dated: 18th November, 2021
Place: Hyderabad

ROUTE MAP



ATTENDANCE SLIP

To be presented at the entrance

Annual General Meeting of **IJM (India) Infrastructure Limited** held at the Registered Office of the Company at H. No. 1-89/1, Plot No. 42 & 43, Kavuri Hills, Phase-1, Madhapur, Hyderabad - 500081, Telangana, India on Friday, 26th November, 2021 at 11.00 A.M.

Regd. Folio No. _____, No. of shares held: _____

Name of the Member: _____, Signature: _____

Name of the Proxy holder: _____, Signature: _____

I hereby record my presence at the Annual General Meeting of IJM (India) Infrastructure Limited held on Friday, 26th November, 2021 at 11.00 A.M. at the Registered Office of the Company at H. No. 1-89/1, Plot No. 42 & 43, Kavuri Hills, Phase-1, Madhapur, Hyderabad - 500081, Telangana, India.

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his / her copy of the notice for reference at the Meeting.

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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]

CIN:	U45200TG1998PLC029180
Name of the company:	IJM (India) Infrastructure Limited
Registered office:	1-89/1, Plot No. 42 & 43, Kavuri Hills, Phase-1, Madhapur, Hyderabad - 500081, Telangana, India

Name of the member(s): Registered address: Email Id: Folio No. / Client ID: DP ID:
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I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

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 Annual General Meeting at the Registered Office on **Friday, 26th November, 2021 at 11.00 A.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:
Resolution (Please Tick [√or X] against the box)

1.

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Signed this _____ day of _____ 2021
Signature of shareholder _____
Signature of Proxy holder(s) _____

