



**IJM (INDIA)  
INFRASTRUCTURE  
LIMITED**

H.No. 3-71/NR, Plot No.71,  
Kavuri Hills-II, Madhapur,  
Hyderabad-500 033, INDIA  
Tel : +91 40 23114661-64  
Fax : +91 40 23114669,40058573  
E-mail : ijmii@ijm.com  
Web : www.ijm.com  
CIN :U45200TG1998PLC029180  
GST No.: 36AAACI7067A1ZU  
GST No.(ISD):36AAACI7067A2ZT

**NOTICE**

Notice is hereby given that the 24<sup>th</sup> Annual General Meeting of IJM (India) Infrastructure Limited will be held on Friday, the 30<sup>th</sup> day of September, 2022 at 11.00 AM at the registered office of the Company situated at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India to transact the following business at shorter notice:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022 and reports of Board of Directors of the company and Auditors' thereon as on that date.
2. To appoint Mr. Liew Hau Seng (DIN: 06627664), Director, who retires by rotation and being eligible and offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, with or without modification(s), the following Resolution(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), M/s. KS & Co, Cost Accountants, Hyderabad the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 be paid a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of out of pocket expenses and applicable taxes.

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

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



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**“RESOLVED THAT** pursuant the provisions of Section 48 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of statutory authorities, if any, consent of members of the Company be and is hereby accorded to extend the conversion period of 23,03,78,500 - 15% Non-Cumulative Compulsorily Convertible Preference Shares for a further period of 5 years from 30<sup>th</sup> December, 2022 to 29<sup>th</sup> December, 2027 on the same terms and conditions as fixed by the Company on the date of issue i.e. 30<sup>th</sup> December, 2011.

**RESOLVED FURTHER THAT** any Directors or Company Secretary of the Company be and are hereby severally authorized to sign necessary documents and to do all such acts, deeds and things as may be required in this regard and to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

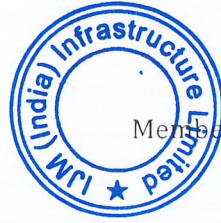
**By order of the Board  
For IJM (India) Infrastructure Limited**

Place: Hyderabad

Date: 13<sup>th</sup> September, 2022

Registered Office:

H. No. 3-71/NR, Plot No. 71, Kavuri Hills II,  
Phase I, Madhapur, Hyderabad – 500033



*Pavan*  
GV Pavan Kumar  
Company Secretary  
Membership No. ACS 20331

**NOTES:**

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.
7. IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) A ROUTE MAP OF THE VENUE OF THE EGM IS ENCLOSED.



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

**ITEM NO 3**

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. KS & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2022-23 by the Board of Directors, at its meeting held on 13<sup>th</sup> September, 2022. The Board has fixed remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of applicable taxes 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

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. 3 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

**ITEM NO 4**

IJM (India) Infrastructure Limited ("the Company") has allotted 23,03,78,500 - 15% Non-Cumulative Compulsorily Convertible Preference Shares on 30<sup>th</sup> December, 2011 to IJMII (Mauritius) Limited, the Holding Company at a face value of Rs. 10/- each convertible at par as per the following terms & conditions.

Terms and conditions:

- a) The above mentioned shares are fully compulsorily convertible non-cumulative preference shares and shall be converted into fully paid equity shares of Rs.10/- each, at par, on completion of 5 years from the date of issue.
- b) Issue and conversion shall be at par.
- c) The rate of dividend is 15% per annum.

**Details of the Issue:**

Name of the Allottee	IJMII (Mauritius) Limited
Date of allotment	30.12.2011
Type of share allotted (Equity or Preference)	15%, NON-CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES



Nominal amount per share (in Rs.)	Rs.10/-EACH
Premium / (Discount) amount per share (in Rs.)	NIL
Brief particulars in respect of terms and condition, voting rights etc.	15%, NON-CUMULATIVE COMPULSORILY CONVERTIBLE PREFERENCE SHARES SHALL BE CONVERTED INTO FULLY PAID EQUITY SHARES OF RS.10/- EACH, AT PAR, ON COMPLETION OF 5 YEARS FROM THE DATE OF ISSUE.
No of Shares	23,03,78,500
Initial Conversion Period	5 Years till 29.12.2016
First Extension period for Conversion	3 years till 29.12.2019
Second Extension period for Conversion	3 years till 29.12.2022
Proposed Extension period for Conversion	5 years till 29.12.2027

Accordingly, the shares which were issued on 30<sup>th</sup> December, 2011 will mature after 11 years (initial period was 5 years till 2016 which has been extended for a further period of 3 years till 2019 and has been further extended till 2022) from the date of issue. Preference shareholders shall have a right to vote only in respect of such preference shares on resolutions placed before the meeting which directly affects the rights attached to preference shares.

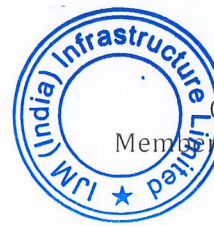
Hence, approval of the shareholders is being sought for the said conversion for a further period of 5 years from 30<sup>th</sup> December, 2022 to 29<sup>th</sup> December, 2027 on the same terms and conditions as fixed by the Company on the date of issue i.e. 30<sup>th</sup> December, 2011.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, 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 Special Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

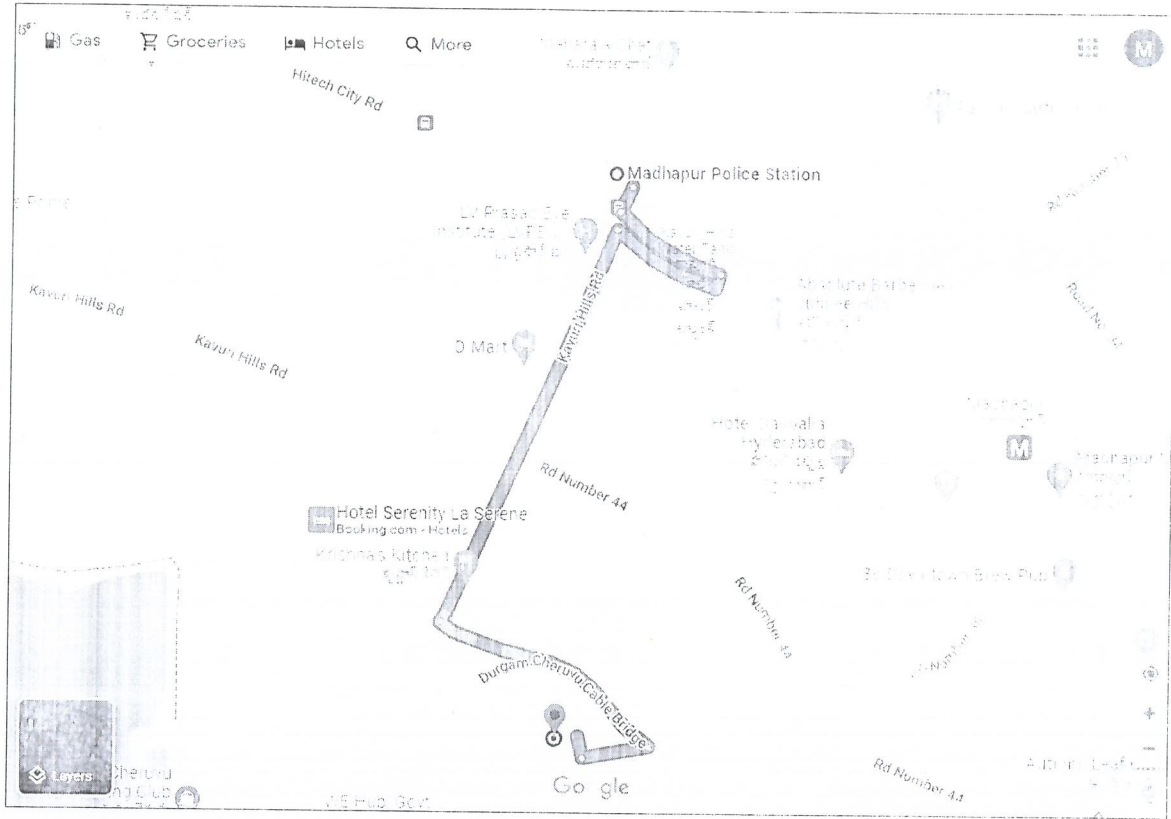
Place: Hyderabad  
Date: 13<sup>th</sup> September, 2022



*Pavan*  
GV Pavan Kumar  
Company Secretary  
Membership No. ACS 20331

Registered Office:  
H.No.3-71/NR, Plot No. 71, Kavuri Hills-II,  
Madhapur, Hyderabad-500033

# ROUTE MAP



**ATTENDANCE SLIP**

[TO BE PRESENTED AT THE ENTRANCE]

24<sup>th</sup> Annual General Meeting of IJM (India) Infrastructure Limited held at the Registered Office of the Company at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India on Friday, 30<sup>th</sup> September, 2022 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 24<sup>th</sup> Annual General Meeting of IJM (India) Infrastructure Limited held on Friday, 30<sup>th</sup> September, 2022 at 11.00 A.M. at the Registered Office of the Company at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, 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.

**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:	H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India

Name of the member(s):
Registered address:
Email Id:
Folio No. / Client ID:
DP ID:

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:	

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 at the Registered Office on Friday, 30<sup>th</sup> September, 2022 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution(s) (Please Tick [ or X] against the box)

1.	Adoption of Audited Statement of Profit & Loss, Balance Sheet, Report of Board of Directors and Auditors for year ended 31st March, 2022
2.	Re-appointment of Mr. Liew Hau Seng as a Whole-time Director of the Company
3.	Ratification of remuneration to be paid to the Cost Auditors for the F.Y 2022-23
4.	Extension of conversion period of 23,03,78,500 - 15% Non-Cumulative Convertible Preference Shares

Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_