



MARUTI INFRASTRUCTURE LIMITED

802, Surmount, Nr. Iscon Temple, Opp. Reliance Mart, S. G. Highway, Ahmedabad - 380 015.
Phone : 26860740 • E-mail : maruti_infra@yahoo.com
CIN No. : L65910GJ1994PLC023742

12th September, 2022

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400 001

Security Code: 531540

Dear Sir/Madam

Sub: Notice of 28th Annual General Meeting of Maruti Infrastructure Limited

With reference to our submission dated 6th September, 2022, we had submitted the Notice of the 28th Annual General Meeting (AGM) of the Company by signing the cover page in physical mode. In accordance with the “Guidance Note on use of digital signature certificate for announcements submitted by listed companies” dated 7th September, 2022 by BSE, we hereby submit the Notice of the 28th Annual General Meeting (AGM) of the company scheduled to be held on **Friday 30th September, 2022 at 11.45 a.m** through Video Conferencing/ Other Audio Visual Means (VC/OAVM) by affixing DSC.

It may be noted that there are no changes in the information as provided in the earlier intimation.

You are requested to please take the same on record.

Thanking you,

Yours faithfully,
For, Maruti Infrastructure Limited

Alfez Solanki
Company Secretary & Compliance Officer

Encl: As above



MARUTI INFRASTRUCTURE LIMITED

CIN: L65910GJ1994PLC023742

Regd Office: 802, Surmount Building, Opp. Iscon Mega Mall,
S. G. Highway, Ahmedabad– 380 015, Gujarat.

Phone No: 079 40093482, **Email :** maruti_infra@yahoo.com

Website : www.marutiinfra.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of **MARUTI INFRASTRUCTURE LIMITED (CIN - L65910GJ1994PLC023742)** will be held on **Friday, 30th September, 2022** at **11:45 a.m.** through Video Conferencing/Other Audio Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Nimesh D. Patel (DIN: 00185400) who retires by rotation and being eligible, offers himself for re-appointment ; and
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 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) and other applicable provisions if any, M/s.Meet Shah & Associates., Chartered Accountants, Ahmedabad (Firm Registration No. 142114W), be and are hereby appointed as Auditors of the Company in place of M/s. Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration Number 128122W), the retiring Auditors, on completion of their term under Section 139(2) of the Companies Act, 2013 and to hold office for a period of five years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors plus applicable taxes and reimbursement of out of pocket expenses incurred for the purpose of audit.”

SPECIAL BUSINESS:

4. **Alteration/Deletion of Object Clause of the Memorandum of Association 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 provisions of Sections 4, 13, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force (“Act”) and subject to such other approvals, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to alter and amend existing Memorandum of Association of the Company as follows:



1. The heading of existing Clause III and sub-clause (A) thereof be and is hereby substituted and replaced as follows:

III. (A) THE OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS:

2. The existing main objects of Clause III(A) be Altered by replacing the same with the following new clause of III (A) as under :
 1. To earn / on the business of and act as promoters, organisers and developers of land, estate, property, co-operative housing societies Association, housing schemes, shopping-office, complexes, townships, farms, farm houses, holiday resorts, hotels, motels and to finance with or without security for the same and to deal with and improve such properties either as owner or as agents.
 2. To act as contractors, sub-contractors, eractors, builders for any person or Governmental Authorities, Associations, Societies whether formed or to be formed for construction of houses, flats, apartments, shops, offices, bridges, warehouses, godowns, garages, workshops, factory sheds, hotels, hospitals, educational houses, cinema houses, halls, auditoria, motels, club houses, air-ports, superstructure, and construction of all kinds and description, roads, Irrigation canals, dams, bridges, earthworks, tanks, drains, culverts, channels, showers, savages, and other civil construction works on any land either of the company or of the others and to pull down, repair, restore, rebuilt, enlarge, alter, improve existing houses, buildings, properties or works, and to convert, improve and appropriate any such land into and for roads, streets, squares, garden and other conveniences, to reclaim land from sea, to level landscape, subdivide and develop or turn such land into account.
 3. To undertake or direct the construction and the maintenance of and to acquire, buy, purchase, lease, exchange, hire or otherwise, land property building and estate of any tenure or any interest there to sell, lease let, mortgage or otherwise dispose of the same and to purchase and sale for any person free hold or lease hold lands, house property, buildings, offices, factories, workshops, godowns, farm houses, farms, or any share/interests therein and to carry on the business of land and estate agent on commission or otherwise without commission.
 4. To carry on all the business of builders, real estate-developers, contractors, sub-contractors, Architects, land dealers and enter into contracts and arrangements of all kinds with builders, tenants, occupiers and others, land development, service apartments, serviced plots, constructions of residential and commercial premises including farm houses, bungalows, business centers and offices, securing lands, private or Government for formation and development of town ships, and to deal in and act as agents for lands, buildings, factories, houses, flats and other residential and commercial plots, and construct/maintain and alter residential, commercial, industrial plots and properties and sale or lease them out by providing with all modern amenities and development thereof.
 5. To carry on the business as builders, property developers, Engineering Contractors, Civil, mechanical and labour contractors, building and erection engineers, consultants and other items in connection therewith or incidental thereto, To carry on the business of contractors, sub-contractors, quasi contractors and to undertake contracts and subcontracts, Labour Contacts.



6. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, flats, offices, structures and to turn the same into account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon.
3. The heading of existing Clause III (B) be and is hereby substituted and replaced as follows:
(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:
4. In Clause III(B) after existing paragraph 37, the following paragraphs be and are hereby added
 38. To acquire real or leasehold estate and to purchase, or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and directors, machineries, engines, plants and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
 39. To form, constitute, float, lend money to assist and control similar associations or undertakings whatsoever.
 40. To hold use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
 41. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit the Company.
 42. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
 43. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
 44. To buy, lent, lease, or to lend money on any machinery required for construction, earthmoving machinery or any machinery used in any industries or L.P.G. Gas bottles or oxygen gas bottles.
 45. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
 46. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein men-



tioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.

47. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
48. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorisation of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carryout any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Table A of the Schedule I of the Act, approval of the Members of the Company be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’ and consequently changing the object numbering as may be appropriate.

RESOLVED FURTHER THAT the existing Clause III (C)– Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Approval of loans, investments, guarantee or security under section 185 of Companies Act, 2013:

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 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or



provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate sum of Rs.25 crores (Rupees Twenty Five Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized, to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Investment, Corporate Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. Material Related Party Transaction(s) with Karnish Infrastructure Private Limited, a Subsidiary Company :

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), read with Section 188 of the Companies Act, 2013 (‘the Act’), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) read with the Company’s ‘Policy on Related Party Transactions’, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) , for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with the **Karnish Infrastructure Private Limited**, a related party of the Company, during the Financial Year 2022-23 as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), undertaken directly by the Company, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard.”

Place: Ahmedabad
Date: 12th August, 2022

By Order of the Board
For, MARUTI INFRASTRUCTURE LIMITED
NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00185400)

Registered Office:
802, Surmount Building,
Opp. Iscon Mega Mall,
S. G. Highway, Ahmedabad – 380 015

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the AGM is annexed hereto.
2. In view of outbreak of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) provided relaxation vide its circular No. 14/2020 dated 8th April, 2020, circular No. 17/2020 dated 13th April, 2020, circular No. 20/2020 dated 5th May, 2020, circular no 02/2021 dated 13th January, 2021 and circular no 02/2022 dated 05th May, 2022 ('MCA Circulars') and SEBI vide its circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with circular no SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 permitted the holding of the Annual General Meeting (AGM) of companies through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without physical presence of the Members at a common venue. In view of the above and in compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars, SEBI Circular and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 28th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing / Other Audit Visual Means (VC/OAVM) and physical attendance of Members to AGM venue is not required. The Members can attend and participate in the AGM through VC/OAVM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company at maruti_infra@yahoo.com.
5. The presence of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 with respect to Directors seeking appointment / re-appointment at the Annual General Meeting is attached hereto.
7. In case of joint holding attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 and also the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the other documents will be available electronically for inspection by the members without any fees from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2022. Members seeking to inspect such documents can send an email to maruti_infra@yahoo.com.
9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/ GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 01st April , 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.



10. Members holding shares in electronic form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to their Depository Participants with whom they are maintaining their demat accounts.
11. Members holding shares in physical form, are requested to intimate any change in their address or any other changes with regard to their Identity proof to Link Intime India Private Limited (RTA of the Company) at the following address quoting reference of the Registered Folio Number:

M/s. Link Intime India Private Limited
5th Floor, 506 to 508, Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre, Nr. St. Xavier's College Corner,
Ahmedabad - 380006.
Phone – 079 2646 5179, Email - ahmedabad@linkintime.co.in
12. In compliance with the above mentioned MCA Circulars and SEBI Circular, Notice of the 28th AGM, Annual Report and instruction for e-voting are being sent to the members through electronic mode whose email addresses are registered with the Company/Depository Participant(s). The Copy of Notice of 28th AGM and Annual Report will also be available on the website of the Company at www.marutiinfra.in, and BSE Limited (BSE) at www.bseindia.com.
13. The members who have not registered their e-mail addresses are requested to register the same with Link Intime India Private Limited/Depository Participant(s) as under:

For Physical shareholders:-

Please send duly signed Request Letter mentioning therein Name of shareholder, Folio No., scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card), Email ID & Mobile No. by email at ahmedabad@linkintime.co.in.

For Demat shareholders:-

Please contact your Depository Participant (DP) and register your email ID, Mobile No., PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) with your DP as per the process advised by your DP.

For Individual Demat shareholders :-

Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
14. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and above mentioned MCA Circulars, the members are provided with the facility to cast their vote by electronic means through the remote e-voting or through e-voting on the date of AGM, by using the platform provided by CDSL and the business may be transacted through such voting. The process for electronically voting is mentioned herein below.
15. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 23rd September, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting system at the 28th AGM.
16. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital in the Company as on cut-off date i.e. Friday, 23rd September, 2022.



17. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and holding shares as on the Cut-off date i.e. Friday, 23rd September, 2022, shall be entitled to exercise his/her vote electronically. i.e. through remote e-voting or through e-voting system at the 28th AGM. Such members may obtain Sequence No. for e-voting by sending a request at maruti_infra@yahoo.com and cast vote after following the instructions as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
18. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting through VC or OAVM but shall not be entitled to cast their vote again.
19. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such vote cast through remote e-voting shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the AGM through VC/OAVM, however such Member shall not be allowed to vote again during the AGM.
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
21. Mr. Bharat A. Prajapati, Proprietor of M/s. Bharat Prajapati & Co., Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of 28th AGM in a fair and transparent manner.
22. The voting results will be declared on receipt of Scrutinizers Report. The voting results along with the Scrutinizer's Report will be placed on the website of the agency www.evotingindia.com and also on the website of the Company www.marutiinfra.in, within two working days after the conclusion of the 28th AGM of the Company and will also be submitted to the BSE Limited (BSE) where the shares of the Company are listed.
23. Process and manner for members opting for voting through Electronic means:
 - (i) The voting period begins on Tuesday, 27th September, 2022 at 9:00 a.m. and ends on Thursday, 29th September, 2022 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23rd September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it



has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration



Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p>Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</p> <p>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL</p>	
Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
<p>(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.</p> <p>(a) The shareholders should log on to the e-voting website www.evotingindia.com.</p> <p>(b) Click on “Shareholders” module.</p> <p>(c) Now enter your User ID</p> <p>(i) For CDSL: 16 digits beneficiary ID,</p> <p>(ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</p> <p>(iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.</p> <p>(d) Next enter the Image Verification as displayed and Click on Login.</p> <p>(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.</p> <p>(f) If you are a first-time user follow the steps given below:</p>	



	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy for mat) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- (g) After entering these details appropriately, click on “SUBMIT” tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the relevant <MARUTI INFRASTRUTURE LIMITED> on which you choose to vote.
- (k) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (m) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (r) Facility for Non – Individual Shareholders and Custodians –Remote Voting



- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz maruti_infra@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

24. Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at maruti_infra@yahoo.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at maruti_infra@yahoo.com. These queries will be replied to by the company suitably by email.



- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 WITH RESPECT TO THE APPOINTMENT / RE-APPOINTMENT OF DIRECTOR(S):**

Name of Director	Mr. Nimesh D Patel
DIN	00185400
Date of Birth	01/06/1969
Date of First Appointment on the Board	02/12/1994
Qualifications	Diploma in Civil Engineer
Brief Resume, Experience and expertise in specific functional area	Mr. Nimesh D Patel is having experience of more than 25 years in the field of Construction and Infrastructure activity.
Terms and conditions of appointment / re-appointment	He retires by rotation at 28 th Annual General Meeting and offers himself for reappointment.
No. of Board Meetings held during financial year 2021-2022	8/8
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1. Karnavati Club Ltd.
Memberships / Chairmanships of committees of other public companies	Nil
No. of Equity Shares held in the Company	43,15,100
Inter-se relationship with other Directors and Key Managerial Personnel	Mr. Nimesh D. Patel is husband of Mrs. Hiteshi N Patel
Remuneration sought to be paid and the remuneration last drawn	For the Financial Year ended on 31 st March , 2022 is Rs 15,00,000/-
Place: Ahmedabad Date: 12th August, 2022	By Order of the Board For, MARUTI INFRASTRUCTURE LIMITED
Registered Office: 802, Surmount Building, Opp. Iscon Mega Mall, S. G. Highway, Ahmedabad – 380 015	NIMESH D. PATEL CHAIRMAN & MANAGING DIRECTOR (DIN: 00185400)

**ANNEXURE TO THE NOTICE**

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

ITEM NO. 03:

The Member of the Company at its 23rd Annual General Meeting (AGM) held on 29th September, 2017 had appointed M/s Philip Fernandes & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 128122W) as the Statutory Auditor of the Company to hold office from the conclusion of 23rd AGM till the conclusion of 28th AGM of the Company.

The Board of Directors at its meeting held on 12th August, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Meet Shah & Associates, Chartered Accountants, Ahmedabad (Firm Registration no: 142114W), as the Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 28th Annual General Meeting, till the conclusion of the 33rd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

M/s Meet Shah & Associates, Chartered Accountants Ahmedabad, a firm headed by CA Meet Shah having experience of more than 6 years in the field of Auditing and Assurance, Taxation, Company Law, Project Finance, Advisory and Consultancy and International Taxation. He has already work with the clientele of the different fields such as Manufacturing, Trading, Service Sectors having different organizational types such as Companies, Proprietorship firms, Partnership firms, LLPs, Trusts, etc. and has also handled various Statutory audits, Tax audits, Internal audits, Income tax law matters and GST law matters. He was also engaged in the other professional assignments such as Listing Work, Auditing and Assurance, Project Financing and Consultancy. The proposed remuneration to be paid to Auditors is Rs 1,50,000/- per annum. The said remuneration excludes applicable taxes and out of pocket expenses incurred by them in connection with the audit of accounts of the Company.

The Company has received consent letter and eligibility certificate from M/s. Meet Shah & Associates, Chartered Accountants to act as Statutory Auditor of the Company in place of M/s Philip Fernandes & Co along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 04:

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification plans.

As such the Company was originally incorporated in the year 1994 with an object of Real Estate Business and Leasing and other Financial Activities. However with period of time the Company has discontinued the Business of Leasing and other Financial Activities to majorly focus on Real Estate and Construction Business/activities.

Considering this your Board has recommended for alteration in Object of Clause of the Company.

The "Main Object" clause of the Memorandum of Association ("MOA") of the Company is being amended by deletion of Clause III (A) and with insertion of New Clause III (A).

Further, the Companies Act, 2013, has prescribed a new format of MOA for public companies limited by



shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging appropriate and relevant Objects under Clause III (C) – ‘Other Objects’ with Clause III (B) – ‘Objects Incidental or Ancillary to the attainment of the Main Objects’ and also to rename Clause III (B) of the Object Cause as MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are: and numbering appropriately.

This will result in the existing clause III (C) – Other objects of the MOA of the Company to be deleted in its entirety. Further in keeping with the amendments as introduced by the Companies Act 2013 the Main Objects clause of the MOA of the Company, Clause III(A) is accordingly to be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’

The Board at its meeting held on 12th August, 2022 has approved amendment and alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till the date of AGM. The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies (‘ROC’) as per the provisions of the Act with such modifications as may be advised by the ROC. The amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of Members through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

Your Directors recommends the passing of the proposed Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

ITEM NO. 05:

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 (‘the Act’), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

Your Directors recommends the passing of the proposed Special Resolution.

Except Mr. Nimesh D. Patel, Chairman & Managing Director and Mrs. Hiteshi N. Patel (being a relative of Mr. Nimesh D. Patel), none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested financially or otherwise in the above proposed resolution.

ITEM NO. 06:

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all



material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) Rs. 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

Further, in accordance with the said regulation, a related party transaction that has been approved by the audit committee of the listed entity prior to April 1, 2022 which continues beyond such date and becomes material as per the revised materiality threshold shall be placed before the shareholders in the first general meeting held after April 1, 2022.

During the Financial Year 2022-23, the Company, propose to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 12th August, 2022, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr No	Description	Details
1	Name of the Related Party	Karnish Infrastructure Private Limited (KIPL) Relationship : KIPL is a subsidiary of the Company. The Company holds 51% of paid up equity share capital of the KIPL.
2	Type of transaction	Providing financial assistance in one or more tranches
3	Material terms and particulars of the proposed transaction	Terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s)
4	Tenure of the proposed transaction (s)	2022-23
5	Value of the proposed transaction (s) (not to exceed)	25 Crores
6	Percentage of annual consolidated turnover considering FY 2021-22 (i.e. 3308.91 Lakhs) as the immediately preceding financial year	Approx. 75.55%
7	If the transaction relates to any loans, inter- corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company may infuse or advance or give loan to KIPL.
	(i) details of the source of funds in connection with the proposed transaction	None



Sr No	Description	Details
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments- nature of indebtedness; - cost of funds; and -tenure	None
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Financial Assistance will unsecured and repay able on demand.
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Business purpose including expansion, working capital requirements and other business purposes
8	Justification as to why the RPT is in the interest of the Company.	Business Purpose
9	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
10	Any other information that may be relevant	Nil

Except Mr. Nimesh D. Patel, Chairman & Managing Director and Mrs. Hiteshi N. Patel (being a relative of Mr. Nimesh D. Patel), none of the other Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested financially or otherwise in the above proposed resolution.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

Place: Ahmedabad
Date: 12th August, 2022

By Order of the Board
For, MARUTI INFRASTRUCTURE LIMITED

Registered Office:
802, Surmount Building,
Opp. Iscon Mega Mall,
S. G. Highway, Ahmedabad – 380 015

NIMESH D. PATEL
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00185400)