

CONSTRONICS INFRA LIMITED
(Formerly INVICTA MEDITEK LIMITED)

2018 - 2019

27th NOTICE OF ANNUAL GENERAL MEETING

Board of Directors	
Mr. R. Sundararaghavan	Managing Director
Mr. Palaniswamy Sathiamoorthy	Non-Executive Director
Mr. Krishnakumar Chandraprakash	Non-Executive Director
Ms. Chandraprakash Umamaheswari *	Non-Executive Director*
Mr. Jayaprakash Vishnuvardhan *	Non-Executive Director*
Mr. Muthukumar Kumarasamy **	Non-Executive Director**
Ms. Sharmila Thirumalaisamy**	Non-Executive Director**

*Upto 08.01.2019 & 08.04.2019

** From 08.01.2019 & 08.04.2019

Registered Office
No. 3/2, Third Floor, Narasimmapuram, Sai Baba Colony, Mylapore Chennai - 600 004
Email Id:invictamedi@gmail.com

BANKERS	
The Ratnakar Bank Ltd Hmh Plaza, New No.56, G N Chetty Road, T.Nagar, Chennai – 600 017.	State Bank of India 5A,Sidco Industrial Estate, Ambattur, Chennai – 98.

Auditor
M/s. Chandran & Raman Chartered Accountants, No.2. Dr. Radhakrishnan Road, 2 nd Street, Mylapore, Chennai – 600004

Registrar & Share Transfer Agents
M/s. Cameo Corporate Services Ltd No.2, Subramanian Building, Club House Road , Chennai – 600 002

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD ON MONDAY, THE 30TH DAY OF SEPTEMBER, 2019, AT OLD NO.15, NEW NO.24, VIGFIN HOUSE, YOGAMBAL STREET, T. NAGAR, CHENNAI- 600017 AT 10.00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance sheet, Statement of Profit and Loss Account and Cash Flow Statement for the year ended 31st March 2019 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Krishnakumar Chandraprakash (DIN: 03571464), Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Palaniswamy Sathiamoorthy (DIN: 08110021), Director who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Chandran & Raman., Chartered Accountants, Chennai (FRN: 00571S) Statutory Auditors of the Company for the year 2019-20 and fix their remuneration.

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to Section 152, and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) Ms. Sharmila Thirumalaisamy (DIN: 08304609), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.01.2019, who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. R Sundararaghavan, Managing Director (DIN:01197824) of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Section 152, and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) Mr. Krishnasamy Muthukumarasamy (DIN: 08399505), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 08.04.2019, who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT Mr. R Sundararaghavan, Managing Director (DIN:01197824) of the Company be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters or things as may be deemed necessary, appropriate, expedient or desirable to give effect to above resolution.”

For and on behalf of the Board of Directors
CONSTRONICS INFRA LIMITED

Place: Chennai
Date: 14.08.2019

-SD-
R. Sundararaghavan
Managing Director
(DIN: 01197824)

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 AND THE PROXY OR PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN 10% OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.

The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

2. Revenue stamp should be affixed on the Proxy form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's Signature may also be furnished in the Proxy Form, for identification purpose.
3. The Register of members and the share transfer books of the company will remain closed from Monday, the 23rd day of September, 2019 to Monday, the 30th day of September, 2019 (Both Days Inclusive) for the purpose of Annual General Meeting.
4. Members are requested to notify immediately any changes in their registered address to the Company's share transfer agents / Company's Registered Office.
5. Members are informed that copy of annual report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the annual report to the meeting.
6. Members are requested to affix their signature in the space provided on the attendance sheet and hand over the slip at the entrance of the meeting hall.
7. As a Green Initiative the Company during the previous year had sent the Annual Report / Notice / Communications to the Shareholders through E-mail. The Company wishes to maintain the same in future. Hence, members are requested to send their e-mail id mentioning their membership / folio numbers to the Company. Electronic copy of the Annual Report for 2018 – 2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.

8. Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015:

Directors seeking re-appointment at the ensuing Annual General Meeting, are detailed hereunder. The Directors have furnished the requisite declarations for their appointment.

<i>Name</i>	<i>Mr. Krishnamoorthy ChandraPrakash</i>	<i>Mr. Palaniswamy Sathiamoorthy</i>	<i>Ms. Sharmila Thirumalaisamy</i>	<i>Mr. Krishnasamy Muthukumarasamy</i>
Date of Birth	30.11.1979	21.11.1946	03.08.1992	17.03.1968
Qualification	B.E	Higher Secondary	Higher Secondary	M.B.A
Nature of Expertise	More than 13 years of experience in the roads and infrastructure sector.	More than 11 years of experience in the infrastructure sector and retail business.	5 years of Experience in Accounting and Finance.	More than 10 years of experience in Business & Project Management.
Date of First Appointment	18.06.2018	18.06.2018	08.01.2019	08.04.2019
Name of the other Public Limited Companies in which He / She holds Directorship	NIL	NIL	Nil	Nil
Chairman/Membersh ip of the committees of other public limited companies	NIL	NIL	Nil	Nil
No. Of Shares held in the Company	65,251	0	0	0

9. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

The voting period begins on Sunday, the Thursday, the 26th day of September, 2019 and ends on Sunday, the 29th day of September, 2019 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, the 23rd day of September, 2019 may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services Limited (CDSL) for voting thereafter.

- (i) The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "INVICTA MEDITEK LIMITED" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) **Other instructions:**

- (a) The e-voting period begins on Thursday, the 26th day of September, 2019 (09.00 a.m. IST) and ends on Sunday, the 29th day of September, 2019 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, the 23rd day of September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, the 23rd, September 2019.
- (c) Mr. Balu Sridhar, A K Jain & Associates, Practicing Company Secretaries (Membership No.F5869), has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (d) The Scrutinizer shall after the conclusion of voting at the general meeting, first account the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and shall declare the results forthwith.
- (e) The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and shall be immediately forwarded to the Stock exchange in which the shares of the Company are listed.

Place: Chennai

Date: 14.08.2019

For and on behalf of Board
Constronics India Limited

-SD-

R. Sundararaghavan
Managing Director

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

ITEM NO.5:

Ms. Sharmila Thirumalaisamy (DIN: 08304609), aged 27 years, is a Non-Executive Director of the Company. Ms. Sharmila Thirumalaisamy, has experience in the Accounting and Finance sector.

Pursuant to Section 161 of the Companies Act, 2013 Ms. Sharmila Thirumalaisamy was appointed as an Additional Director by the Board of Directors with effect from 08.01.2019, she holds office till the conclusion of this Annual General Meeting of the Company. The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Sharmila Thirumalaisamy for the office of Director of the Company. Ms. Sharmila Thirumalaisamy has given a declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Nomination and Remuneration Committee of the Board has recommended the appointment of Ms. Sharmila Thirumalaisamy as Non-Executive Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Ms. Sharmila Thirumalaisamy as Director. Accordingly, the Board recommends the resolution in relation to confirmation of appointment of Ms. Sharmila Thirumalaisamy as Non-Executive Director, for the approval by the shareholders of the Company.

Except Ms. Sharmila Thirumalaisamy, being the Appointee none of the Directors and Key Managerial Personnel are considered as interested in the resolution provided under Item No. 05.

ITEM NO.6:

Mr. Krishnasamy Muthukumarasamy (DIN: 08399505), aged 50 years, is a Non-Executive Director of the Company. Mr. Krishnasamy Muthukumarasamy, has more than 10 years of experience in Business and Project management.

Pursuant to Section 161 of the Companies Act, 2013 Mr. Krishnasamy Muthukumarasamy was appointed as an Additional Director by the Board of Directors with effect from 08.04.2019, he holds office till the conclusion of this Annual General Meeting of the Company. The Company has received a notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Krishnasamy Muthukumarasamy for the office of Director of the Company. Mr. Krishnasamy Muthukumarasamy has given a declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. Krishnasamy Muthukumarasamy as Non-Executive Director of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to appoint Mr. Mr. Krishnasamy Muthukumarasamy as Director. Accordingly, the Board recommends the resolution in relation to confirmation of appointment of Mr. Mr. Krishnasamy Muthukumarasamy as Non-Executive Director, for the approval by the shareholders of the Company.

Except Mr. Krishnasamy Muthukumarasamy, being the Appointee none of the Directors and Key Managerial Personnel are considered as interested in the resolution provided under Item No. 06.