

**SETUBANDHAN
INFRASTRUCTURE
LIMITED**

ANNUAL REPORT

2021-22

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Corporate Information

BOARD OF DIRECTORS

| | |
|---------------------------|-------------------------------------|
| Mr. Prakash Laddha | - Whole Time Director |
| Ms. Prachi Jaju | - Non-Executive Director |
| Mr. Shankar Rathi | - Independent Director |
| Mr. Suresh Sarda | - Independent Director |
| Ms. Jyoti Rathi | - Independent Woman Director |

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

| | |
|---------------------------|-------------------|
| Mr. Shankar Rathi | - Chairman |
| Mr. Prakash Laddha | - Member |
| Mr. Suresh Sarda | - Member |

NOMINATION AND REMUNERATION COMMITTEE

| | |
|--------------------------|-------------------|
| Mr. Shankar Rathi | - Chairman |
| Mr. Suresh Sarda | - Member |
| Ms. Jyoti Rathi | - Member |

STAKEHOLDERS' RELATIONSHIP COMMITTEE

| | |
|---------------------------|-------------------|
| Mr. Shankar Rathi | - Chairman |
| Mr. Prakash Laddha | - Member |
| Mr. Suresh Sarda | - Member |

AUDITORS

Grandmark & Associates, Nashik

SECRETARIAL AUDITOR

Ms. Madhura Ubale

REGISTERED OFFICE

**3A- 3rd Floor, The Exchange, Near Ved Mandir,
Tidke Colony, Trimbak Road,
Nashik - 422 002**

INVESTOR QUERIES

compliance@prakashconstro.com

NOTICE OF AGM

Notice is hereby given that the 26th Annual General Meeting of the Members of Setubandhan Infrastructure Limited will be held on Friday, September 30, 2022 at 3:00 p.m. at 3rd Floor, Pinnacle Mall, Trimbak Road, Nashik - 422002 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

(a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Ms. Prachi Jaju, who retires by rotation as a Director 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 152 and other applicable provisions of the Companies Act, 2013, Ms. Prachi Jaju (DIN: 05264625), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. Approval of waiver of recovery of excess remuneration paid to Mr. Prakash Laddha, Whole Time Director for the Financial Year 2021-22.

'RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and relevant Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded to waive the recovery of refundable managerial remuneration of Rs. 3,00,000/- paid to Mr. Prakash Laddha (DIN: 00126825), Whole Time Director of the Company during the period from 1st April 2020 to 31st March, 2021 (financial year), due to inadequate profits/ losses during the financial year;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one of the Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, applications and any other related and necessary documents as may be required and to do all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub- delegate in order to give effect to the aforesaid resolution.”

**By order of the Board of
Directors**

Date : September 06,2022
Place : Nashik

Sd/-
Prakash Laddha
Whole Time Director

Notes

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
3. Members/proxies/authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.
4. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
7. The Register of Beneficial Owners, Register of Members and Share Transfer Book of the Company shall remain closed from Monday, the September 26, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of 26th Annual General Meeting.
8. The Annual Report 2021-22, the Notice of the 26th Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their

email addresses, physical copies are being sent by the permitted mode.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited.
10. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
11. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00 a.m. to 01:00 p.m. prior to the date of 26th Annual General Meeting of the Company.
12. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
13. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
15. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

17. The Board has appointed Ms. Madhura Ubale (FCS No: 9338, COP No: 25038), Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.
18. The e-voting period commences on Tuesday, September 27, 2022 at 9:00 a.m. and ends on Thursday, September 29, 2022 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. September 23, 2022, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by CDSL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. September 23, 2022. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
19. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
20. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, incase Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
21. The Scrutinizers shall immediately after the conclusion of the voting at the 26th Annual General Meeting, first count the votes of the valid poll paper cast at AGM. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chair person or a person authorized by him in writing, who shall counter sign the same. The result of the voting along with the Scrutinizer's report will be announced within forty-eight hours of the conclusion of the 26th Annual General Meeting at the Registered Office of the Company.
22. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.prakashconstro.com and on the website of CDSL and shall also be intimated to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are listed.
23. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent landmark near the venue is Ved Mandir (Trimbak Road).

24. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board of Directors

Date : September 06, 2022
Place : Nashik

Sd/-
Prakash Laddha
Whole Time Director

Registered Office
3A, 3rd Floor, The Exchange, Near Ved Mandir, Tidke Colony, Trimbak Road, Nashik
422002
CIN: L45200MH1996PLC095941 | Website: www.prakashconstro.com
Email: compliance@prakashconstro.com | Phone: +91 253 2315269

Additional Information of Director recommended for appointment / re-appointment
(Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

| | |
|--|--|
| Particulars | Prachi Jaju |
| Age | 35 Years |
| Date of Appointment on the Board | May 28, 2021 |
| Qualification | Graduate |
| Nature of Expertise in functional areas | Prachi Jaju is a management graduate and has been in business since few years. She is capable of handling business situations and making able decisions. |
| Terms and conditions of Appointment | Non- Executive Director Liable to retire by rotation. |
| Shareholding in the Company as on March 31, 2021 | 4,00,000 (0.32%) |
| Relationship with other Directors / Key Managerial Personnel | |
| Number of meetings of the Board attended during the year | 12 |

| | |
|--|--|
| Directorships of other Boards as on March 31, 2019 | |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2022 | |

By order of the Board of Directors

Date : September 06, 2021
Place : Nashik

Sd/-
Prakash Laddha
Whole Time Director

Instructions for Evoting

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the provisions of Regulation 44 of the Listing Regulations and MCA Circulars, Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL on all Resolutions set forth in this Notice, through remote e-voting. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. The remote e-voting facility will be available during the following period: From 9.00 a.m. Tuesday, 27 September, 2022 to 5.00 p.m. Thursday, 29 September, 2022 The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period. Once the vote on a Resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. The process and manner for remote e-voting are explained below:

Step 1: Access to NSDL/CDSL e-Voting System

Login method for e-voting for Individual Shareholders holding Shares of the Company in demat mode: In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, Individual Shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access e-voting facility. The procedure to login and access remote e-voting, as devised by the Depositories/ Depository Participant(s), is given below:

Login Method for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited ("NSDL") and Central Depository