

PARAB INFRA LIMITED
CIN: L45209MH1989PLC221005
Registered Office: 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg,
Mulund (West), Mumbai-400080
Email: pacheli.enterprises@yahoo.com Website: www.parabinfraltd.com
Contact No: 9167947511

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the members of Parab Infra Limited will be held at registered office of the Company situated at 302, Vikas Commercial Complex, Vikas Paradise, Bhakti Marg, Mulund (West), Mumbai 400080 on Saturday, 29th September, 2018 at 09.30 am to transact the following businesses:

ORDINARY BUSINESS:

1. Item No 1: Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company as at 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.

2. Item No 2: Appointment of Mr. Narendra Dogra (DIN: 07907587) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Narendra Dogra (DIN: 07907587) who retires by rotation and being eligible has offered himself for re-appointment.

3. Item No 3: Ratification and re-appointment of M/s. Masrani & Co, Chartered Accountants, Mumbai (Mem No: 043271) as Statutory Auditors and to fix their remuneration:

“RESOLVED THAT pursuant to Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification or re-enactment for the time being in force, the appointment of M/s. Masrani & Co, Chartered Accountants, Mumbai (Mem No: 043271) be and is hereby ratified and re-appointed as Statutory Auditors of the Company to hold office until the conclusion of the Annual General Meeting for the financial year 2021-22 and that the Board of Directors be and is hereby authorized to fix the remuneration and reimbursement of actual out of pocket expenses incurred by them for the purpose of audit.”

By order of the Board of Directors
For Parab Infra Limited

sd/-

Neha Botadra
Company Secretary & Compliance officer

Mem No: A52139

PAN: BJLPM8875N

Place: Mumbai
Date: 31.08.2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.

2. Duly completed instrument of proxies must be deposited at registered office not less than 48 hours before the scheduled time of the AGM. Proxies submitted on behalf of the Companies must be supported by an appropriate resolution, as applicable.
3. Corporate members intending to send their Authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. As required under SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings, details in respect of directors seeking re-appointment is separately annexed hereto.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of 29th AGM.
6. Members are requested to intimate the Registrar and Share Transfer Agent (RTA) of the Company-Link Intime India Private Limited, immediately of any change in their address, in respect of equity shares held in physical mode and to their Depository Participants (DP) in respect of equity shares held in dematerialized form.
7. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to RTA of the Company.
8. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant rules made thereunder, as amended from time to time, Companies can serve Annual Report and other communications through electronic mode to those members who have registered their email id with the Company/Depository. Members who have not registered their email id either with the Company/Depository can now register the same by submitting updated e-mail address. Members of the Company, who have registered their e-mail id are entitled to receive such communication in physical form upon request.

Annual Report is being sent in electronic mode to members whose email id is registered with the Company/Depository unless the members have registered their request for a hard copy. Physical copy of the Annual Report is being sent to those members who have not registered their email id with the Company/Depository. Members who have received the Annual Report in electronic mode are requested to print the Attendance slip and submit a duly filled in Attendance slip at registration counter to attend

the AGM. Members may also note that the Annual Report for the financial year 2017-2018 will also be available on the Company’s website www.parabinfra.com.

9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and SEBI Listing Regulations, 2015, as amended from time to time, members have been provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services Limited (CDSL) on all resolutions set forth in this notice.

Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 26th September, 2018 at 9.00 a.m. (IST) and ends on Friday, 28th September, 2018 at 5.00 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 of 22nd September, 2018 may cast their vote electronically. Thereafter, the e-voting module shall be disabled by CDSL for voting.
- (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 www.evotingindia.com.
- (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 and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company’s record in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Company/DP, please enter the

Date of Birth (DOB)	member id/folio number in the Dividend Bank details field as mentioned in instruction (v).
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- (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 also to be used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. **It is strongly recommended not to share your password with any other person and to 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 EVSN for the relevant Parab Infra 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 if 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 and enter the details as prompted by the system.
- (xix) **Notes for Non – Individual Shareholders and Custodians:**
- 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 as Corporate.
 - A scanned copy of the registration form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be e-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 favor 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 email to helpdesk.evoting@cDSLindia.com.

(xxi) **E-voting Information:**

EVSN (Electronic Voting Sequence Number)	User ID	Your Existing Password /Default PAN / Sequence Number
180905102	{Folio}	{Password}

Since the Company is required to provide the members, the facility to cast their vote by electronic means, shareholders of the Company holding shares either in physical or in dematerialized form as on the cut - off date and not casting their votes electronically may cast their vote at the AGM venue, facility will be available at the venue. The results of e-voting will be placed on Company’s website www.parabinfra.com within 2 days of the AGM and will be communicated to BSE Limited, where the securities of the Company are listed.

10. The resolutions proposed will be deemed to have been passed on the date of AGM subject to receipt of number of votes in favor of the resolutions.
11. Mr. Vijaykumar Tiwari, Proprietor of Vijay S. Tiwari & Associates, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
12. Voting will be provided to the members through e-voting and/or at the AGM venue. A member can opt for only one mode of voting i.e. either through e-voting or ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and the ballot shall be treated as invalid.
13. To ensure correct identity of the members and for the smooth conduct of the AGM, each member and/or proxy holder attending the meeting is expected to bring with him/her, an appropriate photo ID document like PAN/Driving License/Passport/Voter ID Card/Aadhaar card.
14. Shareholders seeking any information with regard to Annual Report are requested to write the Company atleast 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
15. All the documents referred to in the accompanying notice are open for inspection at registered office of the Company on all working days between 10.00 a.m. to 1.00 p.m. upto the date of the AGM except Saturdays, Sundays and public Holidays.
16. Members/Proxies are requested to bring their attendance slip dully filled in along with their copy of Annual Report to the Meeting hall. However, in case of non-receipt of attendance slip, members may download the same from Company’s website or request the Company at its registered office for issuing the duplicate attendance slip.

ANNEXURE TO THE NOTICE**Disclosure pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Details of Director retiring by rotation seeking re-appointment at the Annual General Meeting:

Names of the Director eligible for re-appointment	Mr. Narendra Dogra (DIN: 07907587)
Date of Birth	03/02/1968
Date of Appointment	31/08/2017
Nationality	Indian
Qualification	Bachelor's degree of commerce from Mumbai University
Expertise	He is having experience of 16 years in the field of management. He looks into the affairs of the Company
Directorship of other Listed Companies	Nil
Membership/Chairmanship of Committees of other Listed Companies	Nil
No. of shares held in the Company	NIL

**By order of the Board of Directors
For Parab Infra Limited**

sd/-

Neha Botadra

Company Secretary & Compliance officer

Mem No: A52139

PAN: BJLPM8875N

Place: Mumbai

Date: 31.08.2018