

NAGPUR – SEONI EXPRESS WAY LIMITED

(CIN: U45203GJ2007PLC049963)

Regd. Office: "Sadbhav House", Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad – 380006
Phone: 079-26445810, Fax: 079-26400210, E-mail: investor@sadbhavinfra.co.in



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra-Ordinary General Meeting of the members of **NAGPUR - SEONI EXPRESS WAY LIMITED** will be held on Saturday, 7th December, 2019 at 11:00 a.m. at the "Sadbhav", Nr. Havmor Restaurant, B/h Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009 to transact the following business:

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MR. SHASHIN V. PATEL AS MANAGING DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass, with or without modification(s), following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby approves of the re-appointment of Mr. Shashin V. Patel (DIN: 00048328) as the Managing Director of the Company for three years (i.e. from 16th November, 2019 up to 15th November, 2022) without any remuneration."

Place: Ahmedabad

Date: 11-11-2019

**For and on behalf of Board of Directors
For, Nagpur – Seoni Express Way Ltd.**

Registered Office:

"Sadbhav House",
Opp. Law Garden Police Chowki,
Ellisbridge,
Ahmedabad – 380006
CIN: U45203GJ2007PLC049963

**Daksh Parikh
Company Secretary
Membership No.-A60174**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HER AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of business under Item No. 1 is annexed hereto.
3. A route map giving direction to reach the venue of the Extra Ordinary General Meeting is annexed to this Notice.

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Details of Directors Seeking Re-Appointment at the Annual General Meeting

Name of Director	Shashin V. Patel
DIN	00048328
Date of Birth	02-04-1981
Age	38 years
Date of Appointment	Original appointment on 08-02-2007
Disclosure of relationship between Directors inter-se	None
Functional Expertise and Experience	17 years of experience in making strategic management decisions. In field of Management Information System, Project Bidding and Execution
Education Qualification(s)	MBA
Board Position Held	Managing Director
Remuneration Last Drawn (if any)	Nil
No. of Board Meeting Attended during the year	4
Directorship in other Companies	<ol style="list-style-type: none"> 1. Sadbhav Engineering Limited 2. Sadbhav Infrastructure Project Limited 3. Sadbhav Quarry Works Private Limited 4. Shreenathji-Udaipur Tollway Private Limited 5. Nagpur - Seoni Express Way Limited 6. Bhilwara-Rajsamand Tollway Private Limited 7. Sadbhav Nainital Highway Private Limited 8. Sadbhav Bhavnagar Highway Private Limited 9. Sadbhav Jodhpur Ring Road Private Limited 10. Sadbhav Una Highway Private Limited 11. Sadbhav Finstock Private Limited 12. Sadbhav Realty Private Limited
Chairman/Member of Committee in other Companies	None
No. of Equity Shares held in the Company	10 Shares (On behalf of Sadbhav Infrastructure Project Limited)

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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 1

The Board of Directors of the Company (the 'Board'), at its meeting held on 11th November, 2019 has, subject to the approval of members, re-appointed Mr. Shashin V. Patel as a Managing Director for a period of 3 (Three) years from the expiry of his present term, which will expire on 15th November, 2019 without any remuneration. The said re-appointment recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

Mr. Shashin. V. Patel was re-appointed as Managing Director for a term of 3 years w.e.f. 16th November, 2016 to 15th November, 2019 and his term of office will be culminating on 15th November, 2019. He is proposed to be reappointed with effect from 15th November, 2019 for a period of 3 (three) years. Mr. Shashin. V. Patel is having vast experience of 17 years in his career.

Also note that pursuant to provisions of Section 203 of the Companies Act, 2013, every public company having paid up capital of Rs. 10 Cr. or more shall have whole-time key managerial personnel. Accordingly, Board of directors has in its Board Meeting held on 11th November, 2019 decided to re-appoint Mr. Shashin V. Patel as a Managing Director of the Company for the period of three years w.e.f 16th November, 2019.

Mr. Shashin V. Patel satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Shashin V. Patel is interested in the said resolution of the Notice, which pertain to his respective re-appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends Ordinary Resolution set out at Item No. 1 of Notice for approval by shareholders.

Place: Ahmedabad

Date: 11-11-2019

Registered Office:

"Sadbhav House",

Opp. Law Garden Police Chowki,

Ellisbridge,

Ahmedabad – 380006

CIN: U45203GJ2007PLC049963

For and on behalf of Board of Directors

For, Nagpur – Seoni Express Way Ltd.

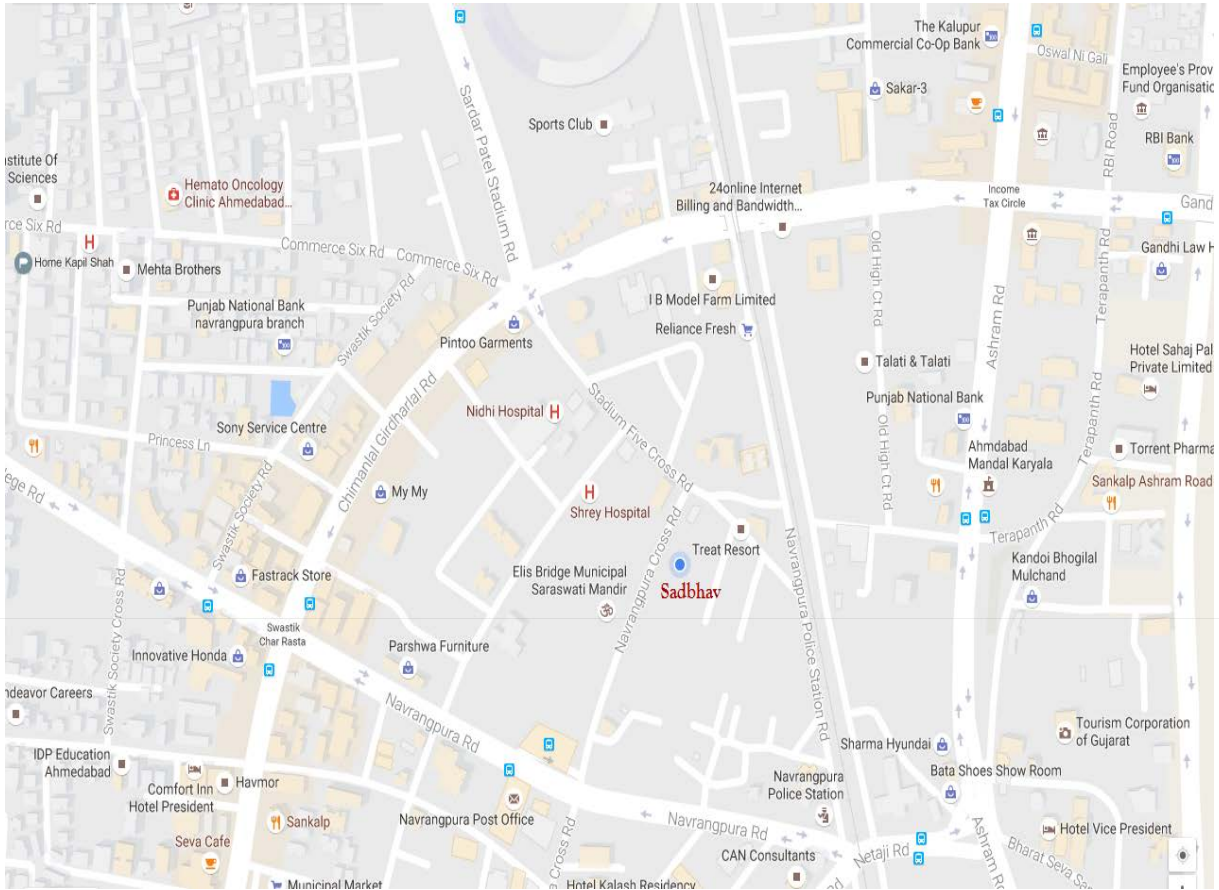
Daksh Parikh

Company Secretary

Membership No.-A60174

**NAGPUR – SEONI EXPRESS WAY LIMITED
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**A ROUTE MAP GIVING DIRECTIONS TO REACH THE VENUE OF
THE EXTRA ORDINARY GENERAL MEETING**



NAGPUR – SEONI EXPRESS WAY LIMITED
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Reg. Off: Sadbhav House, Opp. Law Garden Police Chowki, Ellisbridge, Ahmedabad- 380 006

ATTENDANCE SLIP

DP ID	
Client ID	

Folio No.	
No. of Shares	

Name and address of Shareholder / Proxy holder

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Saturday, 7th day of December, 2019 at 11:00 a.m. at “Sadbhav”, Nr. Havmor Restaurant, B/h Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009.

Shareholder / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

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Form No. MGT-11

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies
(Management and Administration) Rules, 2014]*

PROXY FORM

Name of the Member(s)			
Registered Address			
E-mail ID			
Folio No./ Client ID		DP ID	

I/We, being the member(s) of _____ shares of the **Nagpur – Seoni Express Way Limited**, hereby appoint;

- Name :
Address:
E-mail ID: Signature: _____ or failing him
- Name :
Address:
E-mail ID: Signature: _____ or failing him
- Name :
Address:
E-mail ID: Signature: _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, 7th day of December, 2019 at 11:00 a.m. at “Sadbhav”, Nr. Havmor Restaurant, B/h Navrangpura Bus Stand, Navrangpura, Ahmedabad-380009 Gujarat and at any adjournment thereof in respect of such resolution as are indicated below:

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SPECIAL BUSINESS

- 1. Re-appointment of Mr. Shashin V. Patel as Managing Director of the Company.

Signed this day of....., 2019



Signature of Shareholder

Signature of 1st Proxy holder Signature of 2nd Proxy holder Signature of 3rd Proxy holder

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2. A Proxy need not be a member of the Company.
- 3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.