



## NOTICE OF 1<sup>ST</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 1<sup>st</sup> (**First**) Annual General Meeting ("**Meeting**") of the members of Athaang Infrastructure Private Limited ("**the Company**") is scheduled to be held on Friday, September 17, 2021, 4.00 p.m. (IST) at shorter notice through video conferencing ("**VC**") at the registered office of the Company at 3<sup>rd</sup> Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi – 110001, India to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the audited financial statements including Balance sheet as at March 31, 2021 and the Statement of Profit and Loss for the financial year ended on March 31, 2021, Cash Flow Statement together with the reports of Auditor's and Directors' thereon.**

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

**"RESOLVED THAT** the audited annual financial statements of the Company which includes the Balance Sheet as at March 31, 2021, the Statement of Profit & Loss for the financial year ended March 31, 2021, Cash Flow Statement for the year ended on that date, together with notes appended thereto, the Directors' Report and Auditors' Report thereto be and are hereby received, considered and adopted."

- 2. To Appoint M/s SRBC & CO. LLP (FRN 324982E/E300003) as Statutory Auditors of the Company to hold office from the conclusion of 1<sup>ST</sup> annual general meeting until the conclusion of the 6<sup>TH</sup> annual general meeting and to fix their remuneration:**

To consider and, if thought fit, to pass with or without modification, 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 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit & Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Board of Directors, **SRBC & CO. LLP (FRN 324982E/E300003)**, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company for 5 (five) consecutive Financial Years commencing from 2021 - 2022 to 2025– 2026 to hold office from the conclusion of 1<sup>st</sup> Annual General Meeting to the conclusion of 6<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company, in addition to the re-imbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit."

### **Athaang Infrastructure Private Limited**

**Registered Office :** 3rd Floor, Hindustan Times House, 18-20, Kasturba Gandhi Marg, New Delhi 110001

**Corporate Office :** UTI Tower, GN Block, 4th Floor, South Block, BKC, Mumbai- 400051

**CIN :** U74999DL2020PTC362587 | **Contact :** 022-6264662 | **Email:** compliance@athaanginfra.in

**SPECIAL BUSINESS:**

**3. Increase in Authorised Share Capital of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 4, 61 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the company from Rs. 10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be altered by substitution of the following new Clause V Namely:

"The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten) each

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby severally authorised to sign and file such forms, documents and deeds as may be required and to do such other supplemental, incidental and ancillary acts as may be necessary for giving effect to the above said resolution."

**4. Appointment of Mr. Saurabh Jain as a Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, Mr. Saurabh Jain (DIN: 02052518), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 3, 2020 in terms of Section 161 of the Act and the Article of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company."

**5. Appointment of Ms. Ambalika Banerji as a Director of the Company**

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



**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules framed thereunder, Ms. Ambalika Banerji (DIN: 02274593), who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 3, 2020 in terms of Section 161 of the Act and the Article of Association of the Company and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Director of the Company."

**By order of the Board of Directors**

Date: 16/09/2021

Place: Mumbai

**Pravin Karambelkar**  
**Company Secretary**  
**A28364**

**Address:** 603, Suraksha CHSL, Andheri (W), Mumbai - 400053

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**NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13<sup>th</sup> April 2020, 5<sup>th</sup> May 2020 and 13<sup>th</sup> January 2021 respectively (collectively referred to as "**MCA Circulars**") permitted holding of the Annual General Meeting ("**AGM**") through VC without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the MCA Circulars, 1<sup>ST</sup> AGM of the Company is being held through VC. The deemed venue for the AGM shall be the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend this AGM and to vote through VC on its behalf. The said Resolution/Authorization shall be sent to the Company to its designated email address i.e. [compliance@athaanginfra.in](mailto:compliance@athaanginfra.in) with a copy marked to [pravin.k@athaanginfra.in](mailto:pravin.k@athaanginfra.in)
4. Pursuant to the MCA Circulars, the Company has registered email addresses of all the Members and the Notice of this AGM along with the Annual Report 2020-21 is being sent only through electronic mode to the registered email addresses of all the members of the Company.
5. The register of directors and key managerial personnel, register of contracts or arrangements in which Directors are interested and relevant documents referred to in the Notice will be available, electronically, for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [pravin.k@ataanginfra.in](mailto:pravin.k@ataanginfra.in).
6. The Members attending this AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and the Articles of the Company.
7. Explanatory statement pursuant to Section 102 of the Act is annexed hereto as **Annexure I.**
8. Pursuant to MCA Circulars, the Company shall take all reasonable care to ensure that this AGM through VC facility allows two-way teleconferencing for the ease of participation of the members and the participants shall be allowed to pose questions

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concurrently during the meeting. The Members are allowed to express their views/ask questions during this AGM. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for this AGM. The Members can also send their question(s), if any on proposed agenda items to the Company's designated email address as aforesaid before AGM.

9. The facility for joining this AGM through VC will be kept open for 30 minutes before the time scheduled to start the meeting and will be closed after expiry of 15 minutes after such scheduled time. As per MCA Circulars, the recorded transcript of the proceedings of this AGM shall be made available after the conclusion of meeting.
10. The Members are requested to convey their vote when a poll is required to be taken up during this AGM on any resolution by writing through their registered email address to the Company's designated email address i.e. [compliance@athaanginfra.in](mailto:compliance@athaanginfra.in)
11. Pursuant to MCA Circulars, the confidentiality of the password and other privacy issues associated with the designated email address shall be strictly maintained by the Company at all times. Due safeguards with regard to authenticity of email addresses and other details of the Members shall also be taken by the Company at all times.
12. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
13. Instructions for joining this AGM through VC are given below:

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER: (VENUE VOTING TO BE HELD ON SEPTEMBER 17, 2021)**

1. The AGM shall conduct the meeting through VC by using "**Microsoft Teams**" application and members are requested to follow the below mentioned instructions for participating in the meeting through Microsoft Teams application.
  - i. The Company secretary shall send the meeting invite the registered email addresses of the persons entitled to attend the meeting, for joining the meeting.
  - ii. **For joining through laptop/desktop, the instructions are as follows:**
    - a. Select '**Join Microsoft Teams Meeting**' in the meeting invite sent to you on your email address/calendar. Thereafter, a page will be displayed where you can chose either join on the web or download the desktop app. If you already have the Microsoft Teams app, the meeting will open on the app automatically.
    - b. If you do not have teams account, select '**Join as Guest**' and enter your name to join the meeting as guest. If you have an account, select '**Sign in and Join**'.
  - iii. **For joining through mobile phones/iPads, the instructions are as follows:**

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- a. For easy and efficient access to the Microsoft Teams meeting (including audio, video and content sharing) on mobile, it would be advisable to download and install the Microsoft Teams app.
  - b. If you have the app, select '**Join Microsoft Teams Meeting**' in the meeting invite sent on your registered email address to open the app and join the meeting. If you do not have app, You will be taken to the app store where you can download the same.
  - c. If you do not have a Microsoft Teams Account, select '**Join as Guest**' and enter your name to join the meeting as guest. If you have an account, select '**Sign in and Join**'
  - iv. it would be advisable to download and install the app before the meeting starts, if might take a minute or two, depending on your internet connection.
  - v. Members who need any assistance or clarification while using the video conferencing facility can send an email at [pravin.k@athaanginfra.in](mailto:pravin.k@athaanginfra.in) or can call at 9819151540.
2. Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App.
  3. 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.

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## **ANNEXURE I: EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT**

### **Item No. 03:**

At present, the Authorised Share Capital of the Company is Rs. 10 Crore divided into 1,00,00,000 equity shares of Rs. 10/- each. To facilitate issue of further capital as and when required, it is considered necessary to increase the Authroised Share Capital of the Company from Rs. 10 Crore to Rs. 20 Crore by creation of additional 1,00,00,000 equity shares of Rs. 10/- each.

Consequential to the above, Clause V of the Memorandum of Association as set out in the item no. 4 of the notice is required to be amended for which approval of the members by is sought.

The board recommends the resolution for approval of the members of the Company by way of Ordinary Resolution.

Copies of the Memorandum of Association will be available for inspection during the business hours on all working days at the registered office of the Company upto the date of the meeting.

None of the Directors or Key Managerial Personnel including their relatives of the Company is interested in the proposed resolution.

### **Item No. 04:**

Mr. Saurabh Jain (DIN 02052518) was appointed as an Additional Director of the Company w.e.f. September 3, 2020 by the Board of directors in terms of Section 161 of the Companies Act, 2013 ("the Act") and the Article of Association of the Company and his term of office expires at this Annual General Meeting.

As per the provisions of Secretarial Standard-2, the following additional disclosures in relation to aforesaid proposed appointment is provided as hereunder:

<b>Particulars</b>	<b>Details</b>
Name and DIN	Mr. Saurabh Jain (DIN: 02052518)
Terms of remuneration	Not applicable
Age	45 Yrs.
Qualifications	Chartered Accountant
Experience	21 years
Terms and conditions of appointment along with details of remuneration sought to be paid	Mr. Saurabh Jain will be appointed as Non-Executive Director without any remuneration.
The remuneration last drawn by such person	Not Applicable
Date of first appointment on the Board	September 3, 2020
Shareholding in the company	Nil

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Relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is not related with the other Directors, Manager and other Key Managerial Personnel of the company
The number of Meetings of the Board attended during the year	3
Other Directorships, Memberships/Chairmanships of committees of other Boards	2

The additional information as per section 102 (1) (a) and (b) of the Act is as follows:

- a) The nature of concern or interest, financial or otherwise, if any:
- Every director and the manager, if any: None except Mr. Saurabh Jain himself being the appointee
  - Every other key managerial personnel: *None*
  - Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- b) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon: *Provided as above.*

The Board of Directors recommends passing of the resolution provided under Item No 04 as an Ordinary resolution.

#### **Item No. 05:**

Ms. Ambalika Banerji (DIN: 02274593) was appointed as an Additional Director of the Company with effect from September 3, 2020 by the Board of directors in terms of Section 161 of the Companies Act, 2013 ("the Act") and the Article of Association of the Company and her term of office expires at this Annual General Meeting.

As per the provisions of Secretarial Standard-2, the following additional disclosures in relation to aforesaid proposed appointment is provided as hereunder:

Particulars	Details
Name and DIN	Ms. Ambalika Banerji (DIN: 02274593)
Terms of remuneration	Not applicable
Age	59 yrs.
Qualifications	Bachelor of Science (Microbiology major) from Mumbai University and holds a Masters in Financial Management from Jamnalal Bajaj Institute of Management Studies.
Experience	Ambalika has over 30 years of experience in private equity funds management, equity investment, debt financing, debt structuring & restructuring advisory in India and across Asia.

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Terms and conditions of appointment along with details of remuneration sought to be paid	Ms. Ambalika Banerji will be appointed as Non-Executive Director without any remuneration.
The remuneration last drawn by such person	Not applicable.
Date of first appointment on the Board	September 3, 2020
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	She is not related with the other Directors, Manager and other Key Managerial Personnel of the company
The number of Meetings of the Board attended during the year	3
Other Directorships, Memberships/Chairmanships of committees of other Boards	3

The additional information as per section 102 (1) (a) and (b) of the Act is as follows:

- c) The nature of concern or interest, financial or otherwise, if any:
- iv. Every director and the manager, if any: None except Ms. Ambalika Banerji herself being the appointee
  - v. Every other key managerial personnel: *None*
  - vi. Relatives of the persons mentioned in sub-clauses (i) and (ii) above: *None*
- d) Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon: *Provided as above.*

The Board of Directors recommends passing of the resolution provided under Item No 05 as an ordinary resolution.

**By order of the Board of Directors**

Date: 16/09/2021

Place: Mumbai

**Pravin Karambelkar**  
**Company Secretary**

**Membership Number: A28364**

**Address:** 603, Suraksha CHSL, Andheri (W), Mumbai - 400053

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