

IJM (INDIA) INFRASTRUCTURE LIMITED
(CIN: U45200TG1998PLC029180)

NOTICE

Notice is hereby given that the 26th Annual General Meeting of IJM (India) Infrastructure Limited will be held on Friday, the 27th day of September 2024 at 10.00 A.M. (IST) at the registered office of the Company situated at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad-500033, Telangana, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including audited standalone and consolidated financial statements) for the Financial Year 2023-24 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in the place of Mr. Lee Chun Fai (DIN: 10130601), who retires by rotation and being eligible to offer himself for re-appointment.

SPECIAL BUSINESS:

3. To ratify the remuneration payable to M/s. KS & Co, Cost Auditors, (Firm Registration No.002181) to conduct Cost Audit for the Financial Year 2024-25.

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

“RESOLVED THAT pursuant to the provisions of Section 148 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. KS & Co, Cost Accountants, Hyderabad, the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025 be paid a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of out-of-pocket expenses and applicable taxes.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider the approval for material Related Party Transaction with group/associate Companies.

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 applicable provisions of the Companies Act, 2013 (“Act”) read with applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time and pursuant to the consent of the Audit Committee and the consent of the Board of Directors, with respect to material related party with certain group/associate companies for availing or rendering of any services, the approval of the members of the Company be and is hereby accorded to the Company for availing or rendering of any services in one or more tranches, for an aggregate amount not exceeding Rs.150,00,00,000/- (Rupees One hundred and Fifty crores only) per transaction on arm’s length basis, and on such terms and conditions as may be considered appropriate by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution.”

**By order of the Board
For IJM (India) Infrastructure Limited**

Place: Hyderabad
Date: 09th August 2024

GV Pavan Kumar
Company Secretary
M No. ACS 20331

Registered Office:

H. No. 3-71/NR, Plot No. 71, Kavuri Hills II,
Madhapur, Hyderabad - 500033, Telangana

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. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES IN ORDER TO BE EFFECTIVE MUST BE FILED WITH THE COMPANY NOT LATER THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
3. AN EXPLANATORY STATEMENT IS ANNEXED TO THIS NOTICE AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.
4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE MEETING PURSUANT TO SECTION 113 OF THE COMPANIES ACT, 2013 ARE REQUESTED TO SEND TO THE COMPANY, A CERTIFIED COPY OF THE RELEVANT BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE(S) TO ATTEND AND VOTE ON THEIR BEHALF AT THE MEETING.
5. MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY ARE AVAILABLE FOR INSPECTION BY THE MEMBERS OF THE COMPANY DURING THE BUSINESS HOURS OF THE COMPANY UPTO THE DATE OF ANNUAL GENERAL MEETING OF THE COMPANY
6. ROUTE MAP TO GENERAL MEETING AS REQUIRED UNDER SECRETARIAL STANDARDS IN ENCLOSED TO THE REPORT.
7. IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) A ROUTE MAP OF THE VENUE OF THE EGM IS ENCLOSED.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
COMPANIES ACT, 2013**

ITEM NO. 3

The Company is required under Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, to have the audit of its cost records for services covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice. Accordingly, M/s. KS & Co, Cost Accountants have been appointed as the Cost Auditors of the Company for the Financial Year 2024-25 by the Board of Directors, at its meeting held on 09th August 2024. The Board has fixed remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) exclusive of applicable taxes and out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives or in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Pursuant to the applicable provisions of the Companies Act, 2013 ("Act") all material related party transactions of the Company require prior approval of the members of the Company through ordinary resolution.

In accordance with the provisions of the Companies Act, 2013, "Material Related Party Transaction" means any transaction with a related party if the transaction/transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover as per the last audited financial statements of the Company.

The Board of Directors of the Company at their Meeting held on 09th August 2024, approved omnibus approval, with any one or more of the group/associate companies, in one or more tranches, for an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) per transactions on arm's length basis and on such terms and conditions as may be considered appropriate by the Board of Directors.

Details of the group/associate companies from whom or any one of whom transactions to be availed are set out below:

1. IJM Raintree Park Private Limited
(formerly IJM Lingamaneni Township Private Limited)
2. Team Universal Infratech Private Limited
3. Dewas Bypass Tollway Private Limited
4. Vijayapura Tollway private limited
5. Nagpur Integrated Township Private Limited
6. Vijayawada Tollway Private Limited
7. IJM Concrete Products Private Limited

The Board of Directors on recommendation of the Audit Committee, at its meeting held on 09th August 2024 has approved the above proposal subject to the approval of the

members of the Company. The Board recommends and proposes this resolution to the members of the Company for their approval in the best interest of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the shareholders.

**By order of the Board
For IJM (India) Infrastructure Limited**

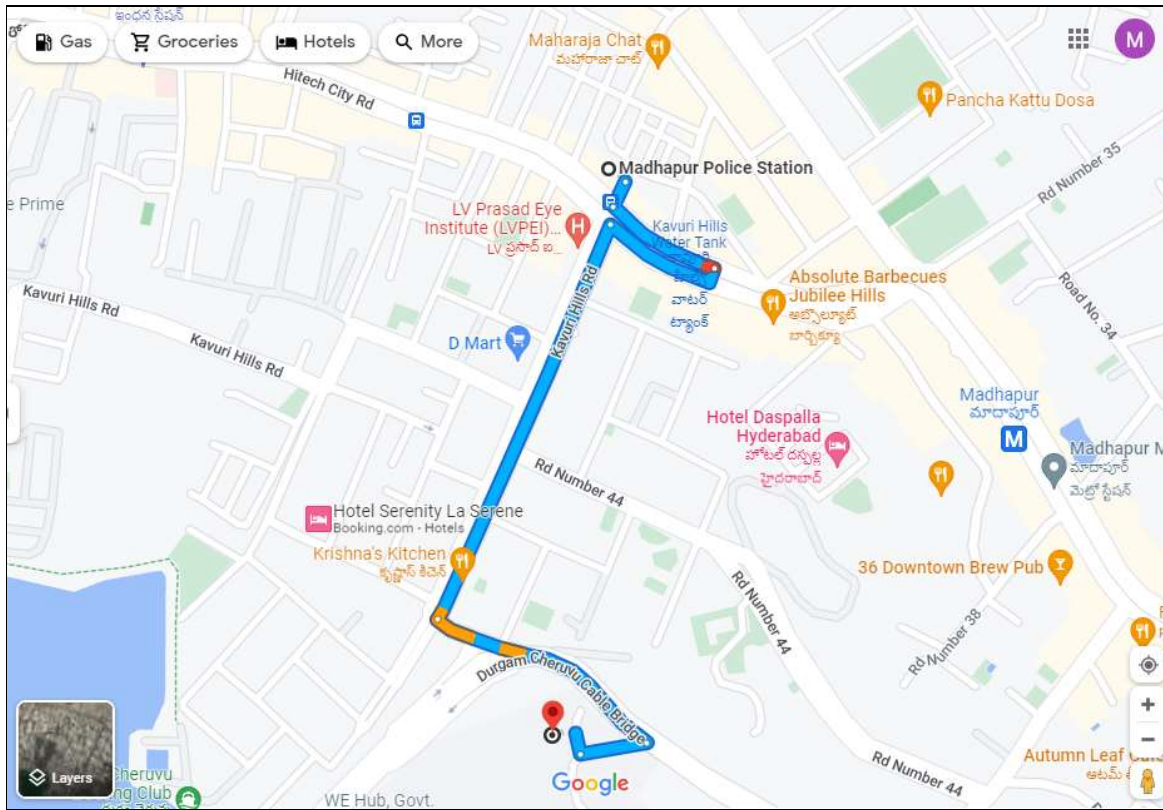
Place: Hyderabad
Date: 09th August 2024

GV Pavan Kumar
Company Secretary
M No. ACS 20331

Registered Office:

H.No.3-71/NR, Plot No. 71, Kavuri Hills-II,
Madhapur, Hyderabad-500033, Telangana, India

ROUTE MAP



ATTENDANCE SLIP

[TO BE PRESENTED AT THE ENTRANCE]

26th Annual General Meeting of IJM (India) Infrastructure Limited held at the Registered Office of the Company at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India on Friday, 27th September 2024 at 10.00 A.M. (IST).

Regd. Folio No. _____, No. of shares held: _____

Name of the Member: _____, Signature: _____

Name of the Proxy holder: _____, Signature: _____

I hereby record my presence at the 26th Annual General Meeting of IJM (India) Infrastructure Limited held on Friday, 27th September 2024 at 10.00 A.M. (IST) at the Registered Office of the Company at H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India.

1. Only Member / Proxy holder can attend the Meeting.
2. Member / Proxy holder should bring his / her copy of the notice for reference at the Meeting.

FORM NO. MGT 11

[PROXY FORM]

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

CIN:	U45200TG1998PLC029180
Name of the company:	IJM (India) Infrastructure Limited
Registered office:	H.No.3-71/NR, Plot No. 71, Kavuri Hills-II, Madhapur, Hyderabad - 500033, Telangana, India

Name of the member(s):
Registered address:
Email Id:
Folio No. / Client ID:
DP ID:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting at the Registered Office on Friday, 27th September 2024 at 10.00 A.M. (IST) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution(s) (Please Tick [or X] against the box)

1.	To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial statements) for the Financial Year 2023-24 together with the Reports of the Board of Directors and Auditors thereon.	
2.	To appoint a director in the place of Mr. Lee Chun Fai (DIN: 10130601), who retires by rotation and being eligible offers himself for re-appointment.	

Revenue Stamp

3.	To ratify the remuneration payable to M/s. KS & Co, Cost Auditors, (Firm Registration No.002181) conduct a Cost Audit for the Financial Year 2024-25.	
4.	To consider and approve the material Related Party Transaction with group/associate Companies.	

Signed this _____ day of _____ 2024

Signature of shareholder _____

Signature of Proxy holder(s) _____