

CONSTRONICS INFRA LIMITED

CIN: L45100TN1992PLC022948

Registered Office: No. 77, 2nd floor, Chamiers Road, Alwarpet, Chennai 600028

Email: info@constronicsinfra.com **Website:** www.constronicsinfra.com

Phone No: 044-4858 9999

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by Ministry of Corporate Affairs from time to time]

Dear Member(s),

Notice of Postal Ballot ("**Notice**") is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions if any, of the Companies Act, 2013 ("**the Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ("**SS-2**"), (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars including General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 General circular No. 3/2022 dated 05th May 2022, No.11/2022 dated 28th December 2022 and No. 09/2023 dated 25th September 2023 ("**MCA Circulars**"), that the resolutions appended below is proposed by the Board of Directors of the Company to be passed by the Members of **CONSTRONICS INFRA LIMITED** ("**the Company**") through postal ballot by way of remote electronic voting ("**Postal Ballot**").

Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, Registrar and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will take place only through the E-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members.

In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.constronicsinfra.com

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolutions, setting out material facts and the reasons for the Resolutions, are also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statements, and thereafter record your assent or dissent by remote e-voting facility only provided by the Company.

The Board of Directors of the Company ("**the Board**") has appointed BP & Associates, Practising Company Secretaries, Chennai as the Scrutinizer for conducting the postal ballot (e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014 and they have communicated their willingness to be appointed and will be available for the said purpose

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting from **09:00 AM (IST) on Monday, 01st April 2024 to 05:00 PM (IST) on Tuesday, 30th April 2024**. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Central Depository Services Limited ("**CDSL**") for the purpose of providing remote e-voting facility to its members. After completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him.

The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at www.constronicsinfra.com and the same will also be displayed on the website of BSE at www.bseindia.com, where the shares of the Company are listed, on or before **Thursday, 02nd May 2024**. Additionally, the results will also be uploaded on the website of CDSL at www.evotingindia.com. The resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e., **Tuesday, 30th April 2024**.

SPECIAL BUSINESS

ITEM NO: 1:

APPROVAL FOR ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 23 (1) (b), 42, 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (**"SEBI ICDR Regulations"**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**"SEBI Takeover Regulations"**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"SEBI LODR Regulations"**), each as amended from time to time, and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Ministry of Corporate Affairs, Government of India, the Securities and Exchange Board of India (**"SEBI"**) and the stock exchanges where the shares of the Company are listed (**"Stock Exchange"**), or any other authority / body and enabling provisions of the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be imposed or prescribed by any of them while granting such approvals, sanctions, permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"Board"** which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the members of the Company (**"Members"**) be and is hereby accorded to the Board, to create, offer, issue and allot, in one or more tranches, from time to time, up to **63,20,000 (Sixty Three Lakhs Twenty Thousands) fully paid-up equity shares of face value of Rs. 10/- each of the company for cash at an issue price of Rs. 50/- (Rupees Fifty Only) per Equity Share (including a premium of Rs. 40/- (Rupees Forty only)) aggregating up to Rs. 31,60,00,000/- (Rupees Thirty-One Crores Sixty Lakhs Only) ("Consideration")** to the following persons (**"Proposed Allottee(s)"**) by way of a preferential issue on a private placement basis (**"Preferential Issue"**) and on such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of SEBI ICDR Regulations and other applicable laws in this respect.

The details of Proposed Allottees and the maximum number of Equity Shares of the Company proposed to be allotted is set forth in the below table:

Regd. off : No 77, 2nd Floor, Chamiers Road, Alwarpet, Chennai, Tamil Nadu - 600 028

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S.No.	Name of the Proposed Allottees	Category	Maximum No. of Equity Shares Proposed to be Allotted
1.	A Nithya	Public	1,600,000
2.	S Harsha	Public	800,000
3.	P Sathiyamoorthi	Public	600,000
4.	Jothi V	Public	410,000
5.	M Venkatesh Babu	Public	400,000
6.	Loganath	Public	360,000
7.	M Navamani	Public	250,000
8.	Amuthavalli R	Public	200,000
9.	S Aravindan	Public	200,000
10.	Hariharan Vadivel	Public	200,000
11.	G Mahendran	Public	200,000
12.	Manonmani Kumar	Public	150,000
13.	Kiruthika	Public	100,000
14.	Lazar Micheal	Public	100,000
15.	A Natarajan	Public	100,000
16.	Bindhu	Public	100,000
17.	Anitha	Public	100,000
18.	Venugopal B	Public	60,000
19.	A Kunguma Devi	Public	50,000
20.	Elango P	Public	50,000
21.	Manonmani C	Public	50,000
22.	Rangachari Srikanth	Public	40,000
23.	A Sasikumar	Public	40,000
24.	APG Estates	Public	40,000
25.	D Sekar	Public	30,000
26.	M Manimaran	Public	20,000
27.	R Subbulakshmi	Public	20,000
28.	Aruchamy A	Public	20,000
29.	Harit Oberoi	Public	20,000
30.	Palanivelu	Public	10,000
Total			63,20,000

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RESOLVED FURTHER THAT in accordance with the provisions of the Chapter V of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted to the Proposed Allottees is hereby fixed as Thursday, 28th March, 2024, being the date 30 (Thirty) days prior to the date on which this resolution, if approved by the requisite majority through Postal Ballot is deemed to have been passed, i.e., on Tuesday, 30th April, 2024, the last date specified for Postal Ballot (E-Voting).

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to the Proposed Allottees under preferential allotment shall be subject to the following terms and conditions apart from other as prescribed under applicable laws:

- I. The Proposed Allottees of equity shares shall be required to bring in the entire consideration for the equity shares to be allotted, on or prior to the date of allotment thereof.
- II. The consideration for allotment of equity shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts.
- III. The Company shall procure the listing and trading approvals for the equity shares proposed to be issued and allotted to the Proposed Allottee from the relevant Stock Exchanges in accordance with the SEBI LODR Regulations and all other applicable laws, rules and regulations.
- IV. The Equity Shares to be offered, issued and allotted to the Proposed Allottees will be listed on Stock Exchange, where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- V. The Equity Shares shall be allotted to the Proposed Allottees in dematerialized form only within a maximum period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of the equity shares is subject to receipt of any approval or permission from any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

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VI. The Equity Shares to be offered, issued and allotted to the Proposed Allottees shall be subject to the provisions of applicable law and the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including with respect to dividend and voting powers, with the existing equity shares of the Company.

VII. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

VIII. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42, 62(1)(c) and any other related provisions of the Act and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity shares, subject to the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot equity shares, effecting any modifications to the foregoing (including modifications to the terms of the issue), entering into contracts, arrangements, agreements, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of and listing and trading of Equity Shares), making applications to Stock Exchanges for obtaining of in-principle, listing and trading approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other statutory or non-statutory authorities or entities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the equity shares with the depositories, viz. NSDL and CDSL and for the credit of such equity shares to the respective dematerialized securities account of the Proposed Allottees and to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard without the necessity of any further approval(s) of the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/ Key Managerial Personnel of the Company to give effect to the aforesaid resolution."

RESOLVED FURTHER that all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO: 2

AUTHORIZATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

" **RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs.200,00,00,000/- (Rupees Two Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

ITEM NO: 3

AUTHORIZATION UNDER SECTION 185 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance/receive any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores only)

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof

RESOLVED FURTHER THAT any one of the board of directors of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary, desirable, and expedient to give effect to this resolution."

ITEM NO. 4

APPOINTMENT OF MR. TIRUKKURUNGUDI SESHADRI SRINIVASAN (DIN: 07044410) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Mr. Tirukkurungudi Seshadri Srinivasan (DIN: 07044410) by the Board of Directors as an Additional (Non Executive and Independent Director) of the Company with effect from 30th March 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) years with effect from 30th March 2024

RESOLVED FURTHER THAT Mr. Tirukkurungudi Seshadri Srinivasan as an Independent Director shall not be liable for retirement by rotation during the tenure of his office.

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

ITEM NO.5 :

TO APPROVE BORROWING POWERS OF THE COMPANY U/S 180(1)(C) OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and any other applicable provisions 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), the Company hereby accords its consent to the Board of Directors for borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate, or financial institutions



whether by way of cash credit, advance or deposits, loans or bills discounting or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable or otherwise or all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose such that the total borrowing shall not exceed Rs. 100.00 Crores (Rupees One Hundred Crores only) excluding of any interest or charges but including the borrowing already availed and the Directors are hereby further authorized to execute such deeds and instruments or writings as they think fit and containing such conditions and covenants as the Directors may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents / deeds / writings / papers and Agreements as may be required and to take all necessary steps and actions in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/Director(s) or any Officer(s) of the Company to do all such acts, deeds or things as it may in its absolute discretion deem necessary proper and fit."

ITEM NO.6:

CREATION OF CHARGE / SECURITY ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY

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

"RESOLVED THAT, pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, read with the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors ("the Board") to create charge on the movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, for securing any financial assistance in the form of term loans / debentures/ bonds / working capital facilities including overdraft etc. availed / to be availed of, in one or more tranches, for meeting its business requirements, from any Bank, Financial Institution, Non-Banking Financial Company, Body Corporate or any other person etc. (hereinafter referred to as "Lenders"), within a limit of Rs. 100 Crore (Rupees One Hundred Crore only) over and above earlier limits approved by the Members, with such ranking of charge as may be settled with the Lenders;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required for giving effect to creation of the aforesaid charge, including but not limited to finalizing and executing necessary deeds and documents and also to take all other decisions including varying any of them, in its absolute discretion, as it deem appropriate, subject to the aforesaid limit/ conditions stipulated in the Act."

By Order of the Board
For **CONSTRONICS INFRA LIMITED**

Rishab Kothari
Company Secretary & Compliance officer
M. No. A58023

Date: 30th March 2024

Place: Chennai



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), each as amended, and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out the material facts relating to the proposed resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("**Notice**").
2. As per the MCA Circulars, physical copies of this Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to Shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
3. This notice is being sent electronically only to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on **Friday, 22nd March 2024 ("Cut-off Date")**. The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the Cut-off Date. A person who is not a member as on the Cut- off date should treat this Notice for information purpose only.
4. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
5. It is clarified that if a member fails to provide or update the relevant email ID to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at www.constronicsinfra.com and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
6. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services Limited ("**CDSL**") to provide e-voting facility to its members. The instructions for e-voting are given below.
7. Shareholders may please note that this Notice will also be available on the Company's website at www.constronicsinfra.com, websites of the Stock Exchanges at www.bseindia.com and on the website of CDSL at www.evotingindia.com.

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8. The e-voting period shall commence from **09:00 AM (IST) on Monday, 01st April 2024 to 05:00 PM (IST) on Tuesday, 30th April 2024**. Please note that the E-voting module will be disabled for voting by CDSL after the said date and time. Once the vote on a resolution is cast by Members, it cannot be changed subsequently.

9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Chennai (in vernacular language i.e., Tamil) and one English Newspaper circulated throughout India (in English Language) and shall be hosted on the Company's website at www.constronicsinfra.com. The said public notice shall also mention the process for registration of email IDs by those Shareholders who have not yet registered their email IDs with the Company.

10. In terms of the General Circulars No. 14/2020 dated 08th April 2020, No. 17/2020 dated 13th April 2020, No. 22/2020 dated 15th June 2020, No. 33/2020 dated 28th September 2020, No. 39/2020 dated 31st December 2020, No. 10/2021 dated 23rd June 2021, 20/2021 dated 08th December 2021, 3/2022 dated 05th May 2022, 11/2022 dated 28th December 2022 and 09/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies.

VOTING THROUGH ELECTRONIC MEANS:

- A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by MCA and SEBI, the Company is providing facility of remote e-voting/e-voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company is utilising the e-voting services provided by Central Depository Services (India) Limited (CDSL).
- B. The facility for remote e-voting shall remain open from **09:00 AM (IST) Monday, 01st April 2024 to 05:00 PM (IST) on Tuesday, 30th April 2024**. During this period, the members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., **Friday, 22nd March 2024**, may opt for remote e-voting. Remote e-voting shall not be allowed beyond 5.00 PM on **Tuesday, 30th April 2024**.
- C. Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

Step: 1 Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in Demat mode.

- D. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to aforesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number holding with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders (holding securities in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

E. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-voting system in case of the shareholders holding shares in physical mode and non-individual shareholders in demat mode

F. Login method for e-Voting shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) 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,

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c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (F)

(vii) After entering these details appropriately, click on "SUBMIT" tab.

G. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

H. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

I. Click on the EVSN 240328004 of CONSTRONICS INFRA LIMITED.



- J. 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.
- K. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- L. After selecting the resolution, 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.
- M. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- N. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- O. If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- P. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- Q. Additional Facility 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 in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at prabhakar@bpcorpadvisors.com and to the Company at the email address viz; info@constronicsinfra.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

R. Process for those shareholders whose E-mail/Mobile no. are not registered with the Company/Depositories.

1. **For Physical shareholders**, please provide your E-mail ID/Mobile Number along with necessary details like Folio No., Name of shareholder, scanned copy of share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by E-mail to the Company/RTA.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For individual Demat shareholders**, please update your e-mail id and mobile no. with your respective Depository Participant (DP) which is mandatory while E-voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Approval for Issue of equity shares through preferential issue:

In order to meet the funding requirements for capital expenditure for expansion of the business facilities of the Company, working capital purposes and general corporate purposes, the Company proposes to raise further capital through issuance of Equity Shares on preferential issue basis. The details of the preferential issue of Equity Shares and other particulars as required in terms of Regulation 163 of Chapter V of the SEBI ICDR Regulations, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the Special Resolution set out in Item No. 1 of the EGM Notice are given below:

a) Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company ("Board") at its meeting held on Saturday, 30th March, 2024, subject to the approval of the Members and such other approvals as may be required, approved raising of funds through issuance of up to 63,20,000 (Sixty Three Lakhs Twenty Thousand) Equity Shares of face value of Rs. 10/- each of the company at an issue price of Rs. 50/- (Rupees Fifty only) per Equity Share (at a premium of Rs. 40/- (Rupees Forty only) per Equity Share) aggregating up to Rs. 31,60,00,000/- (Rupees Thirty One Crore Sixty Lakhs only) to the Proposed Allottees, for cash consideration, by way of a preferential issue on a private placement basis.

b) Purpose or Object(s) of the preferential issue and aggregate amount proposed to be raised:

The Company proposes to raise an amount aggregating up to Rs. 31,60,00,000/- (Rupees Thirty-One Crores Sixty Lakhs only) through the Preferential Issue of Equity Shares. The proceeds of the Preferential Issue will be utilized for capital expenditure for expansion of Business facilities, operational expenses and general corporate purposes.

c) Kind of securities offered, Maximum number of specified securities to be issued and the price at which security is being offered:

Up to 63,20,000 (Sixty-Three Lakhs Twenty Thousand) Equity Shares of face value of Rs. 10/- each of the company at an issue price of Rs. 50/- (Rupees Fifty only) per Equity Share (at a premium of Rs. 40/- (Rupees Forty only) per Equity Share) aggregating up to Rs. 31,60,00,000/- (Rupees Thirty One Crore

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Sixty Lakhs only) payable in cash being not less than the minimum price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

d) Relevant Date:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is Thursday, 28th March 2024, being the date 30 (thirty) days prior to the date on which this resolution is deemed to have been passed, i.e., Tuesday, 30th April, 2024, the last date specified for Postal Ballot (E-Voting).

e) Amount which the Company intends to raise by way of such securities/size of the issue:

Up to Rs. 31,60,00,000/- (Rupees Thirty One Crore Sixty Lakhs only)

f) The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to certain group of person belonging to public category.

g) Intent of the Promoters, Directors, Key Management Personnel or Senior Management of the Company to subscribe to the preferential issue:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management intends to subscribe to any of the Equity shares proposed to be issued under the preferential issue.

h) The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential issue

The details of the Proposed Allottees are as per the below table. No change in control or management is contemplated consequent to the proposed preferential issue of Equity shares. The percentage of post preferential issue capital that will be held by Proposed Allottees are as follows:



Name of the Proposed Allottees	Category	Pre - Preferential issue holding		Proposed Preferential issue	Post - Preferential issue holding	
		No. of Equity shares	% of holding	Equity shares up to	No. of Equity shares	% of holding
A Nithya	Public	NIL	NIL	16,00,000	16,00,000	11.83%
S Harsha	Public	NIL	NIL	8,00,000	8,00,000	5.91%
P Sathiyamoorthi	Public	NIL	NIL	6,00,000	6,00,000	4.43%
Jothi V	Public	NIL	NIL	4,10,000	4,10,000	3.03%
M Venkatesh Babu	Public	NIL	NIL	4,00,000	4,00,000	2.96%
Loganath	Public	NIL	NIL	360,000	360,000	2.66%
M Navamani	Public	1,55,227	2.15%	2,50,000	4,05,227	3.00%
Amuthavalli R	Public	3,100	0.04%	2,00,000	2,03,100	1.50%

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S Aravindan	Public	21,592	0.30%	2,00,000	2,21,592	1.64%
Hariharan Vadivel	Public	NIL	NIL	2,00,000	2,00,000	1.48%
G Mahendran	Public	NIL	NIL	2,00,000	2,00,000	1.48%
Manonmani Kumar	Public	8000	0.11%	1,50,000	1,58,000	1.17%
Kiruthika	Public	NIL	NIL	1,00,000	1,00,000	0.74%
Lazar Micheal	Public	NIL	NIL	1,00,000	1,00,000	0.74%
A Natarajan	Public	NIL	NIL	1,00,000	1,00,000	0.74%
Bindhu	Public	NIL	NIL	100,000	100,000	0.74%

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Anitha	Public	NIL	NIL	100,000	100,000	0.74%
Venugopal B	Public	4,850	0.07%	60,000	64,850	0.48%
A Kunguma Devi	Public	NIL	NIL	50,000	50,000	0.37%
Elango P	Public	NIL	NIL	50,000	50,000	0.37%
Manonmani C	Public	NIL	NIL	50,000	50,000	0.37%
Rangachari Srikanth	Public	NIL	NIL	40,000	40,000	0.30%
A Sasikumar	Public	53,008	0.74%	40,000	93,008	0.69%
APG Estates	Public	NIL	NIL	40,000	40,000	0.30%

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D Sekar	Public	22,250	0.31%	30,000	52,250	0.39%
M Manimaran	Public	25,000	0.35%	20,000	45,000	0.33%
R Subbulakshmi	Public	500	0.01%	20,000	20,500	0.15%
Aruchamy A	Public	NIL	NIL	20,000	20,000	0.15%
Harit Oberoi	Public	NIL	NIL	20,000	20,000	0.15%
Palanivelu	Public	NIL	NIL	10,000	10,000	0.07%

i) Identity of the natural person who are the Ultimate Beneficial owners of the shares proposed to be allotted and/ or who ultimately control the Proposed Allottees)

S.No	Name of the Proposed Allottees	Category	Natural Persons who are ultimate beneficial owners of the Shares proposed to be allotted and/or who ultimately control the proposed allottees
1.	APG Estates	Public	D Ajay D. Praveenn M. Gowthamaraja Ajay C.S

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j) Timeframe/Proposed time schedule within which the Preferential Issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

k) Shareholding Pattern of the Company before and after the Preferential Issue:

Please refer the "Annexure - I" for the consolidated shareholding pattern given at the end of this Notice.

l) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded in accordance with Regulation 164 (1) of the SEBI ICDR Regulations. Accordingly, the computation of the price per Equity Shares has been determined.

In case of frequently traded shares, as per Regulation 164 (1) of the SEBI ICDR Regulations the minimum issue price, at which the Equity Shares shall be issued and allotted has to be higher of the following:

- I. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the Relevant Date is Rs. 33.35/-
- II. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the BSE preceding the Relevant Date is Rs. 39.85/-
- III. Pursuant to the above, the minimum issue price determined in accordance with Regulation 164 (1) at which Equity Shares may be issued is Rs.39.85/-

Method of determination of price as per Article of Association of the Company is not applicable as the Article of Association of the Company is silent on the determination of a floor price/minimum price of the share issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the company, to an allottee or to allottees acting in concert. Hence, as required under Regulation 166A of SEBI ICDR Regulations, the valuation of Equity Shares has been done by Mr. Bhavesh M Rathod IBBI registered Valuer – Securities and Financial Assets being an Independent

Registered Valuer (IBBI Registration No. IBBI/RV/06/2019/10708) having its office at 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066 vide valuation report dated 30th March, 2024. Accordingly the fair value of Equity Shares is Rs. 39.85/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the website of the Company at www.constronicsinfra.com.

Accordingly, based on Valuation calculated as per Regulation 164 (1) of Chapter V of the SEBI ICDR Regulation and based on Valuation Report provided by Independent Registered Valuer as per regulation 166A of the SEBI ICDR Regulation, the minimum issue price of the Equity Shares to be issued on preferential basis is Rs. 39.85/- .

Hence, based on the above, the Board of the Directors of the Company has decided an issue price for Equity Shares to be issued on Preferential basis at Rs. 50/- each (including Premium of Rs. 40/- each).

m) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price

The Company has not issued any shares on preferential basis.

n) Material terms of raising such securities

The equity shares proposed to be issued / allotted shall rank pari passu inter-se and with the existing equity shares of the Company in all respects, including in relation to dividend and voting rights.

o) Practicing Company Secretary Certificate:

A certificate from M/s. BP & Associates, Practicing Company Secretaries, Chennai certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also available on the website of the Company i.e. www.constronicsinfra.com in compliance with the Regulation 163(2) of the ICDR Regulations.

p) Lock in Period:

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.



q) **Principal terms of assets charged as securities:** Not Applicable

r) **The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

The current and proposed status of the allottee post the preferential issue shall be Public – Non-Promoter

s) **Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Not applicable as the Equity Shares are issued for cash consideration

t) **Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects**

No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

u) **Undertakings**

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue to its Investors under Chapter V of the SEBI ICDR Regulations.
- Neither the Company, its Directors or Promoters have been declared as wilful defaulter or a fugitive economic offender or a fraudulent borrower under the SEBI ICDR Regulations.
- The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity shares to be allotted under the Preferential Issue shall continue to be locked- in till the time such amount is paid by the allottees.*
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- The Company does not have any outstanding dues to SEBI, stock exchange or depositories.



** Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.*

The Board recommends the resolution as set out at Item Nos. 1 for approval of the shareholders as a Special Resolution.

The Board at its meeting held on 30th March 2024 has approved the issue of Equity Shares on a Preferential Basis in the manner stated above subject to approval of the shareholders by way of Special Resolution.

None of the Directors and/or Key Managerial Personnel(s) of the Company and/or their relatives are in any way concerned or interested (financially or otherwise), in the proposed Special Resolution, except to the extent of their shareholding in the Company, if any.

ITEM NO 2 :

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 30th March 2024 has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate amount of Rs.200,00,00,000 (Rupees Two Hundred Crores) and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO 3 :

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 30th March 2024 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 200,00,00,000 (Rupees Two Hundred Crores).

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company. None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 3 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

ITEM NO. 4:

The members are informed that on the recommendation of Nomination & Remuneration Committee at their meeting held on 30th March 2024, the Board of Directors has appointed Mr. Tirukkurungudi Seshadri Srinivasan (DIN: 07044410) as an Additional Director (Non Executive and Independent) and he holds office upto the ensuing General Meeting of the Company.

Mr. Tirukkurungudi Seshadri Srinivasan (DIN: 07044410) is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that his continued association would be of immense benefit to the Company Based on the Recommendation of the Committee and Board,

Mr. Tirukkurungudi Seshadri Srinivasan (DIN: 07044410) is appointed as Director (Non-Executive and Independent) and the Board recommends the Ordinary Resolution for approval of the members.

Brief profile of Mr. Tirukkurungudi Seshadri Srinivasan:

TS Srinivasan is a chartered accountant in practice for the past 35 years and have extensive experience in various audits which includes bank audits and financial controls. He is also a qualified Cost Accountant and Company Secretary. He worked as a financial controller in various organisation both in India and Outside India.

Except Mr. Mr. Tirukkurungudi Seshadri Srinivasan, being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM 5:

The Company requires to borrow funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The Company felt that the said limit is not adequate and needs enhancement, accordingly the resolution has been proposed to increase the limits of borrowing to Rs. 100.00 Crores.

The Board recommends that the resolution be passed as special resolution. None of the Directors is interested or concerned in the resolution.

ITEM NO. 6:

It is necessary to create appropriate security on the movable and immovable properties of the Company, both present and future, by way of mortgage / charge / assignment / hypothecation / pledge etc. in favour of the lender(s) to secure borrowings from lenders from time to time. The said security, when created, shall be further to such security already created by the Company on the financial assistance availed, shall rank superior / pari passu / subservient to the existing security so created as per the terms of sanction agreed to / to be agreed to by the Company. The Special Resolution set out under Item no 6 of the Notice is for seeking the approval of Members in terms of the provisions of Section 180(1)(a) of the Companies Act, 2013 to enable the Company to create charge / security, as aforesaid, on its movable / immovable properties. None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the Special Resolution.

The Board recommends the Special Resolution as set out in Item No 6 of the Notice for approval of the Members.

Annexure - I

Consolidated Shareholding Pattern of the Company before and after the Preferential Issue

Category	Pre-issue		Proposed Issue (Equity Shares)	Post Issue	
	Total No. of shares	% of Holding		Total No. of shares	% of Holding
Shareholding of Promoter and Promoter Group (A)					
Indian					
Individuals:					
Vishnu Vardhan	13,31,558	18.47%	-	13,31,558	9.84%
R Sundararaghavan	-	-	-	-	-
Foreign:					
Sathish Kumar	100	0.00%	-	100	0.00%
Smitha Kumar	-	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A)	13,31,658	18.47%	-	13,31,658	9.84%
Public Shareholding (B)					
Institutions					
Foreign Portfolio Investors	-	-	-	-	-
Sub Total	-	-	-	-	-
Non-Institutions					
Individuals (Public)	39,42,681	54.69%	6,280,000	10,222,681	75.56%
HUF	1,14,671	1.59%	-	114,671	0.85%
Non-Resident Indians	8,53,610	11.84%	-	853,610	6.31%
Bodies Corporate	1,07,407	1.49%	-	1,07,407	0.79%
Foreign Nationals	8,59,014	11.92%	-	859,014	6.35%
Others	-	-	40,000	40,000	0.30%
Sub Total	58,77,383	81.53%	6,320,000	12,197,383	90.16%
Total Public Shareholding (B)	58,77,383	81.53%	6,320,000	12,197,383	90.16%
Total Shareholding (A) + (B)	72,09,041	100.00%		135,29,041	100.00%

Note: The pre-issue shareholding pattern has been prepared based on the shareholding pattern of the Company as on 31st December 2023.

The % of post issue capital is arrived after considering the proposed preferential issue of up to 63,20,000 Equity Shares.

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Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting pursuant to Secretarial Standard 2 on General Meetings

Name of the Director	Tirukkurungudi Seshadri Srinivasan
Age	73 years
Nationality	Indian
Date of Appointment on the Board	30 th March 2024
Qualifications	Qualified Chartered Accountant; Cost Accountant and Company Secretary
Expertise in specific functional area	extensive experience in various audits which includes bank audits and financial controls
Terms and Conditions of Appointment/Re- appointment	3 years with effect from 30 th March 2024 and shall not be liable for rotation.
Remuneration proposed to be paid	He will be eligible for payment of sitting fee as approved by the Board from time to time.
Number of shares held in the Company	Nil
List of the directorships held in other companies*	1. TELESYS SOFTWARE LTD 2. TYP RUBBER BELTINGS (INDIA) PRIVATE LIMITED 3. POWERGEAR LIMITED
Number of Board Meetings attended during the FY 2023 -24	Nil
Chairman/ Member in the Committees of other Boards.	POWERGEAR LIMITED Chairmanship: Audit Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee TELESYS SOFTWARE LTD. Chairmanship: Nomination and remuneration committee Risk Management Committee Corporate Social Responsibility Committee Member: Audit Committee Stakeholders Relationship Committee
Relationships between Directors inter-se	None