

BHANDERI INFRACON LIMITED

Date: 15.12.2023

To
BSE Limited,
Department of Corporate Services,
P.J. Towers,
Dalal Street,
Mumbai – 400001

Scrip Code: **538576**
Scrip Name: **BHANDERI**

Dear Sir/Madam,

Sub: Intimation pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 on Book Closure for Extra Ordinary General Meeting.

Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we would like to inform you that the Extra Ordinary General Meeting of the Company has been scheduled to be held on Tuesday, 9th January, 2024. The Register of Members and Share Transfer Books of the Company will be closed from 3rd January, 2024 to 8th January, 2024 (both days inclusive) for the purpose of holding Extra Ordinary General Meeting.

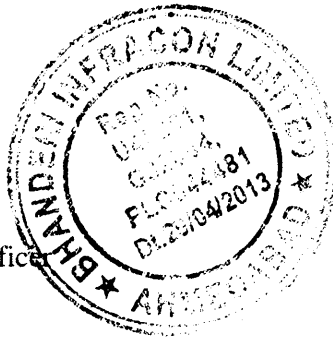
Kindly take the same on record.

Thanking You,

Yours Faithfully
For **Bhanderi Infracon Limited**

R.A. Patel

Rinkal Ajay Patel
Company Secretary and Compliance Officer



Regd off: B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar Ahmedabad Ahmedabad GJ 382350 IN Ph: 079-22830245, Fax No: 079-22830245

Email: bhanderiinfracon@gmail.com, bhanderi.info@gmail.com

CIN: L45201GJ2004PLC044481

Website: www.bhanderiinfracon.com

BHANDERI INFRACON LIMITED

Notice

Notice is hereby given that the Extra Ordinary General Meeting of the Members of **Bhanderi Infracon Limited** for the Financial Year 2023-24 will be held on Tuesday 9th January, 2024 at 12.00 p.m. at the registered office of the Company situated at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH-8, Thakkar Bapanagar, Ahmedabad - 382350 to transact the following business:

SPECIAL BUSINESS:

Item No.1 :

- To appoint M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditor :**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(8), 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s), re-enactments thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) who have given their consent letter, be and are hereby appointed as Statutory Auditor of the company to fill the casual vacancy caused by the resignation of the existing Statutory Auditors M/s. S A R A & Associates, Chartered Accountants (Firm Registration Number 120927W).

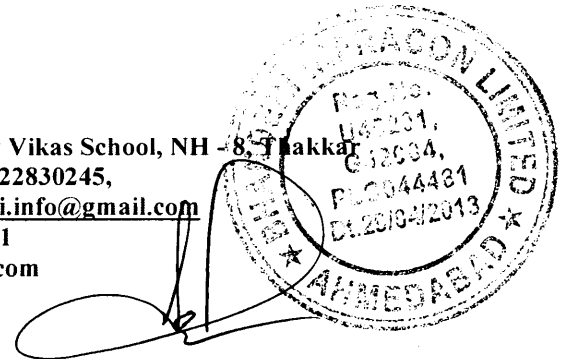
RESOLVED FURTHER THAT M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) shall hold the office till the conclusion of the ensuing 20th Annual General Meeting of the Company and that they shall conduct the Statutory Audit for the Financial Year ending on 31st March 2024 and such other audit / review / certification / work as may be required and / or deemed expedient, on such remuneration and out-of pocket expenses as determined by the Audit Committee / Board of Directors of the Company in consultation with the Auditors.

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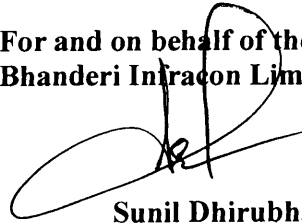
Website: www.bhanderiinfracon.com



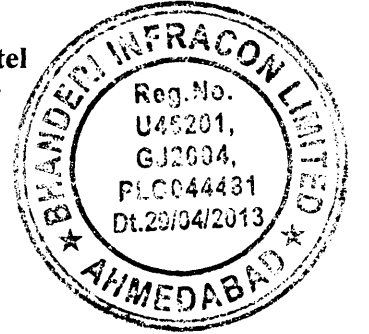
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RESOLVED FURTHER THAT The Board of Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approval to give effect to this resolution, for matters connected therewith or incidental there and to settle any questions, difficulties or doubts that may arise in this regard.”

For and on behalf of the Board of Directors
Bhanderi Infracon Limited



Sunil Dhirubhai Patel
Managing Director
DIN: 00307827



Registered office:

B/12, Jabuka Complex,
Nr. Bajrang Ashram,
Below Vikas School, NH - 8,
Thakkar Bapanagar
Ahmedabad 382350

Date: 15.12.2023
Place: Ahmedabad

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NOTES:

1.

(a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY SHALL NOT VOTE EXCEPT ON A POLL. APPOINTING A PROXY DOES NOT PREVENT A MEMBER FROM ATTENDING THE MEETING IN PERSON IF HE SO WISHES. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.

(b) A person appointed as proxy shall act as a proxy on behalf of such Member or number of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share capital of the Company carrying voting rights. A Member holding more than ten percent of the total Share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

(c) Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Company's Registrar, M/s Purva Sharegistry (India) Private Limited. In the event of non – availability of Members latest address either in the Company's records or in Depository Participant's records, Members are likely to miss notice and other valuable correspondence sent by the Company.

2. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat Shares) in all their correspondence with the Company's Registrar to enable prompt reply to their queries.

3. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the meeting hall.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd January 2024 to 8th January, 2024 (both days inclusive)

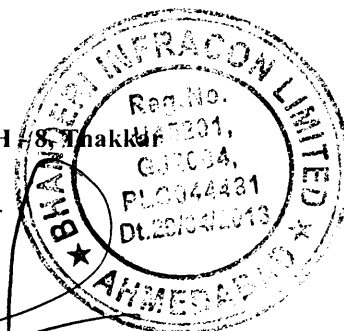
5. Members are requested to dematerialize their Shareholding to eliminate all the risks associated with the physical Shares and for ease in portfolio management.

6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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7. Members holding shares in same/identical name(s) are requested to apply for consolidation of such folio & relevant Share certificates.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Appointment of Statutory Auditor to fill casual vacancy caused by resignation of existing Statutory Auditor, is furnished as an annexure to the Notice. The Auditor have furnished consent/declaration for their appointment as required under the Companies Act, 2013 and the Rules there under.
9. In terms of Section 72 of the Companies Act, 2013 facility for making the Nominations is available for Shareholders in respect of Physical Shares held by them. Nomination forms can be obtained from the Company's Registered Office.
10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. The Registers under the Companies Act, 2013 will be available for inspection at the registered office of the Company during business hours between 11.00 am to 1.00 pm except on holidays. The said Registers will also be available for inspection by the Members at the Extra Ordinary General Meeting.
12. The notice of the 1st Extra Ordinary General Meeting is being sent by electronic mode to those Members whose e-mail addresses are registered with the Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. CS Manisha Chindarkar (M.No. ACS 46479, COP No. 17794) Practicing Company Secretary, appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
14. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the N) so as to reach the Scrutinizer at email id mani4.chindarkar@gmail.com, not later than 05.00 p.m. 8th January 2024. Ballot Forms received thereafter will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
15. Members are requested to notify changes, if any in their registered address along with the Pin Code to the Company's Registrar and Share Transfer Agent.

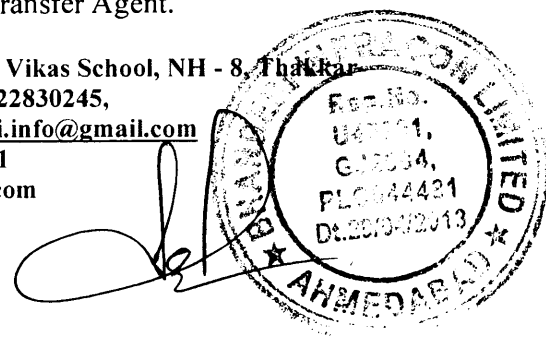
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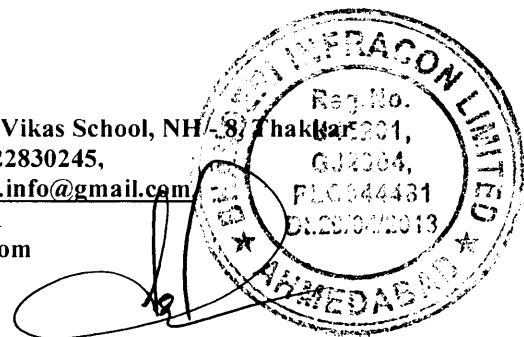
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16. In Compliance with the provisions of section 108 of the Companies Act,2013 and the rules made thereunder, the business set out in the Notice will be transacted through Electronic Voting system and the company is providing the facility for E-voting by Electronic means through the E-voting services provided by the Central Depository Services (India) Limited (CDSL). Instructions and other information relating to E-voting are given in this Notice under Note No.18.
17. Members desirous of obtaining any information on the business to be transacted or Clarifications are requested to send written queries to the Company at least one week before the meeting so as to enable the company to compile the information and provide replies at the meeting.
18. **Voting through electronic means:**
1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency.
 2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM will be uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the company's website at <https://www.bhanderiinfracon.com/>. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on 6th January, 2024 at 09.00 a.m. and ends on 8th January, 2024 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 2nd January, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

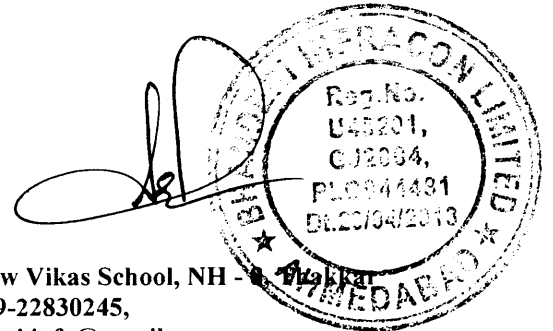
(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, 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.

(iv) 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.



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Pursuant to above said 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 Depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by

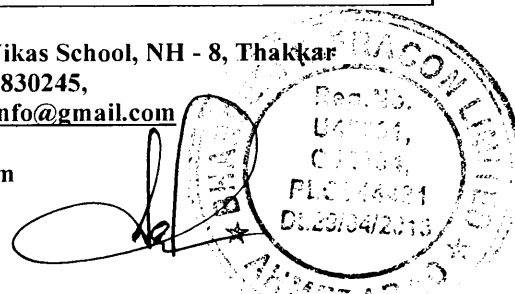
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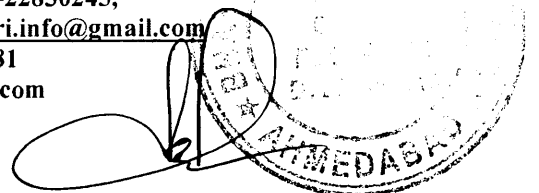
holding securities in demat mode with NSDL Depository	<p>typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen 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> <ol style="list-style-type: none">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant 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.

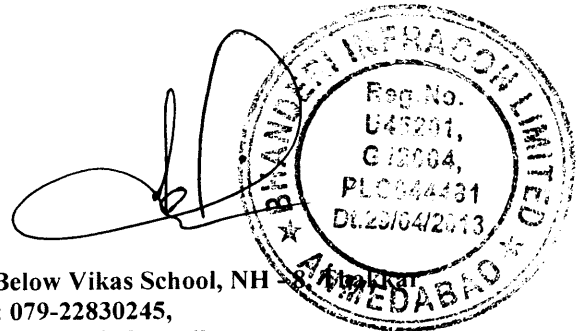
Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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 : 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.



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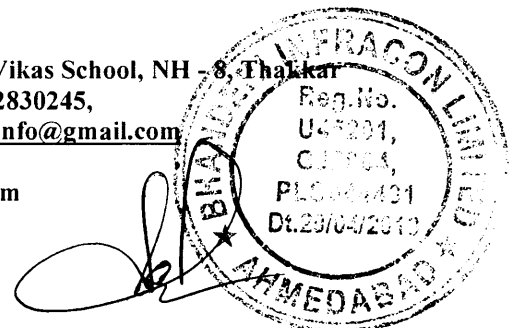
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- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.

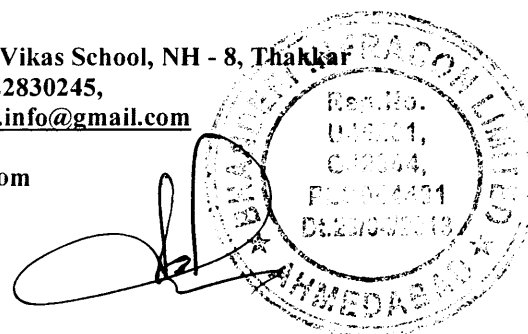
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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 and to the Company at the email address bhanderiinfracon@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

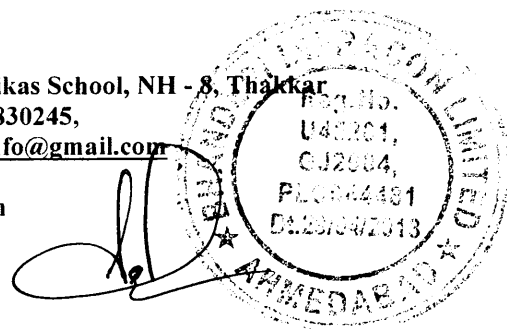
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat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

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Bapanagar Ahmedabad 382350 Ph: 079-22830245,

Email: bhanderiinfracon@gmail.com , bhanderi.info@gmail.com

CIN: L45201GJ2004PLC044481

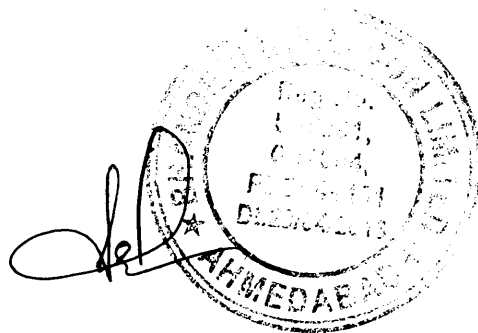
Website: www.bhanderiinfracon.com



BHANDERI INFRACON LIMITED

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



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BHANDERI INFRACON LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

Special Business - Item No. 1

To appoint M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditor :

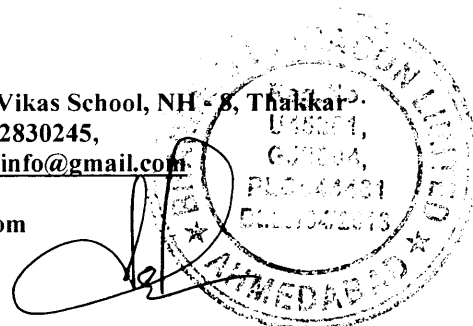
M/s. S A R A & Associates, Chartered Accountants (FRN 120927W) the existing Statutory Auditor of the company have tendered their resignation w.e.f. 25th October 2023 due to their pre-occupation in other assignments. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company. As per Section 139 (8) of the Companies Act, 2013, the casual vacancy caused due to resignation of auditor is required to be approved by the shareholders in the General Meeting within three (3) months from the date of recommendation of the Board of Directors of the Company, who shall hold office till the conclusion of the ensuing Annual General Meeting.

The Board of Directors on the recommendation of the Audit Committee, have at their meeting held on 26th October, 2023 recommended the appointment of M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as the Statutory Auditor of the company to fill the casual vacancy. M/s. JMT & Associates, Chartered Accountants, shall hold the office till the conclusion of the ensuing 20th Annual General Meeting of the company to be held in the year 2024 and that they shall conduct the statutory audit for the financial year ended 31st March 2024.

Considering the resignation, it is proposed to appoint M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as Statutory Auditor of the Company. M/s. JMT And Associates is a leading Chartered Accountancy and professionally managed firm rendering comprehensive professional services which include audit management consultancy tax consultancy accounting services manpower management secretarial services etc

The Audit Committee and the Board considered their eligibility, capability to serve the given business of the company, market standing of the firm, clientele served, technical knowledge etc found M/s. JMT & Associates, Chartered Accountants, best suited for the company.

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BHANDERI INFRACON LIMITED

M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) have given their consent to act as the Statutory Auditor of the Company along with confirmation that their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Accordingly, the approval of shareholders of the company sought by way of an Ordinary Resolution.

The Board of Director of the company recommends the passing of the resolution in Item No. 01 of the notice as an Ordinary Resolution.

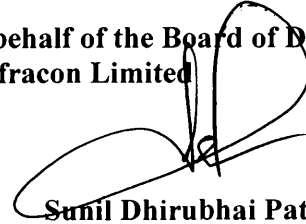
None of the Directors or Key Managerial Personnel of the Company (including their relatives) except to the extent of their shareholding in the company are concerned or interested in the said resolution.

For and on behalf of the Board of Directors
Bhanderi Infracon Limited

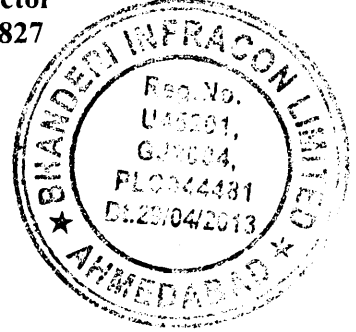
Registered office:

B/12, Jabuka Complex,
Nr. Bajrang Ashram,
Below Vikas School, NH - 8,
Thakkar Bapanagar
Ahmedabad 382350

Date: 15.12.2023
Place: Ahmedabad



Sunil Dhirubhai Patel
Managing Director
DIN : 00307827



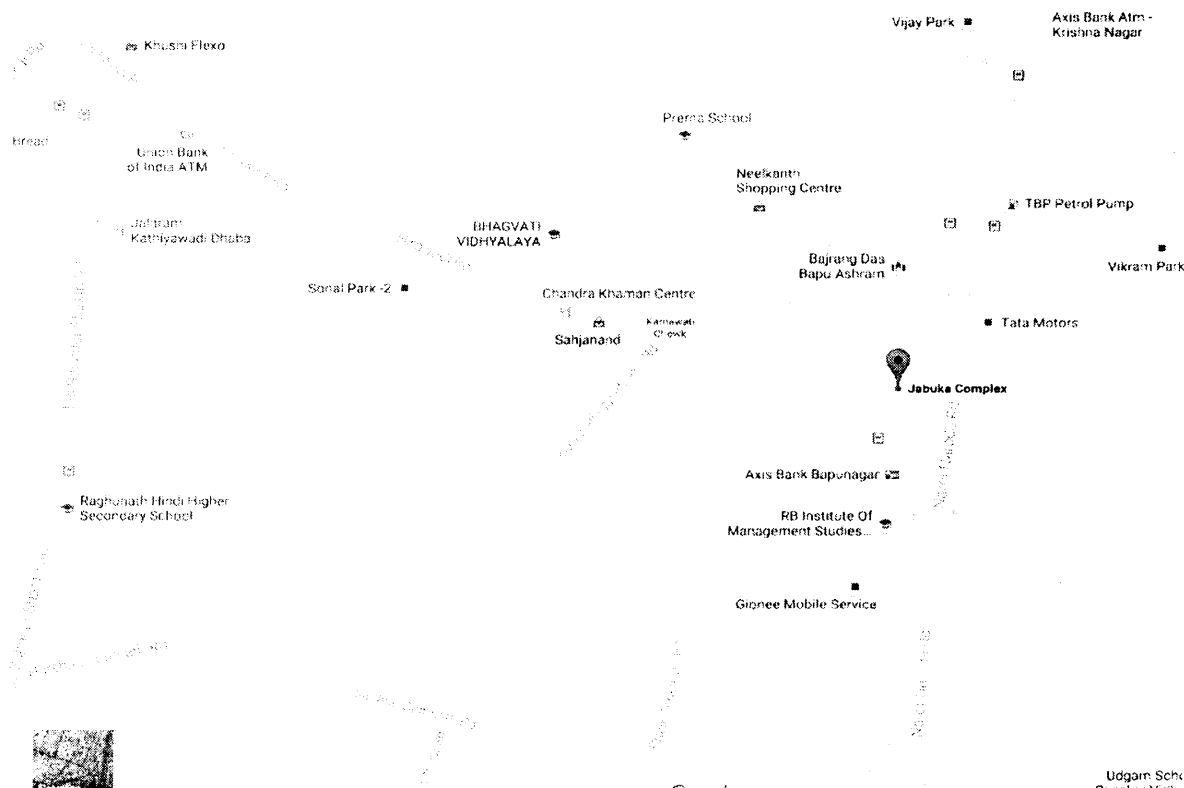
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BHANDERI INFRACON LIMITED

INSTRUCTIONS:

1. A Member desiring to exercise vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Board of Directors of the Company viz. Manisha Chindarkar, Practicing Company Secretary, 202, 2nd Floor, May Building, 297/299/301 Princess Street, Near Marine Lines Flyover, Mumbai - 400002.
2. In case of Shares held by companies, trusts, societies etc., the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
3. Unsigned ballot forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed ballot form should reach the Scrutinizer not later than 5.00 p.m. on 8th January, 2024.
6. The Scrutinizer's decision on the validity of a ballot form will be final.

Routemap to the EGM Venue



EGM Venue

B/12, Jabuka Complex, Nr. Bajrang Ashram,
Below Vikas School, NH-8, Thakkar Bapanagar,
Ahmedabad - 382350

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BHANDERI INFRACON LIMITED

ATTENDANCE SLIP

Extra Ordinary General Meeting on Tuesday 9th January 2024

Regd. Folio/D.P. ID & Client ID	
Name and Address of the Shareholder	
Joint Shareholder(s)	
No. of Shares Held	

I /We hereby record my/our presence at the Extra Ordinary General Meeting of the Members of **Bhanderi Infracon Limited** to be held at the registered office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 on Tuesday, 9th January, 2024 at 12.00 p.m.

Please complete the Folio/ DP ID-Client ID No. and name, sign this Attendance Slip in the below mentioned table and hand it over at the attendance verification counter at the entrance of the meeting Hall.

Member's Folio/DP ID/ Client ID No.	Member's/Proxy's name in block letters	Member's/ Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number	User ID	Password/PIN

The voting period starts at Saturday 6th January 2024 at 9.00 a.m. and ends on 8th January, 2024 at 5.00 p.m. The voting module will be disabled by CDSL for voting thereafter.

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BHANDERI INFRACON LIMITED

Form No. MGT-11

PROXY FORM

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

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No /DP ID Client ID No.:	

I/We, being the Member (s) ofShares of the above named Company, hereby appoint

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

-----Signature: -----or failing him/her

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

-----Signature: -----or failing him/her

3. Name: -----E-mail Id: -----
-----Address: -----

-----Signature: -----as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, 9th January, 2024 at 12.00 p.m. at the Registered Office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350 and at any adjournment thereof.

*I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resoluti on No.	Description	For	Against
	Special Business		
1	To appoint M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditor :		

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BHANDERI INFRACON LIMITED

Signed this..... day of..... 2024

Signature of Shareholder

Affix	Revenue
Stamp	

Signature of Proxy holder(s)

* Please put a (√) in the appropriate column against the Resolutions indicated in the Box. Alternatively, you may mention the number of Shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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BHANDERI INFRACON LIMITED

BALLOT FORM

Extra Ordinary General Meeting on Tuesday 9th January, 2024

Name(s) of the Member(s):

Address:

Folio No. / DPID No. and Client ID:

Number of Equity Share(s) held:

I/We hereby exercise my/our vote in respect of the following Resolution(s) to be passed at the 1st Extra Ordinary General Meeting of the Company, to be held on Tuesday, 9th January 2024 at 12.00 p.m. at the Registered Office of the Company at B/12, Jabuka Complex, Nr. Bajrang Ashram, Below Vikas School, NH - 8, Thakkar Bapanagar, Ahmedabad - 382350, in respect of business as stated in the Notice dated 12.12.2023 by conveying my/our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description	No. of Equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Special Business			
1	To appoint M/s. JMT & Associates, Chartered Accountants (Firm Registration Number 104167W) as Statutory Auditors of the Company to fill the casual vacancy due to resignation of existing Statutory Auditor :			

Place:

Date:

Signature of the Member

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