

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with rule 22 of the Companies
(Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given pursuant to provisions of Section 108 and 110 of Companies Act, 2013, as amended ("the Act") read with Rule 20 & Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ("the Rules") including any statutory modification or re-enactment thereof for the time being in force and in accordance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 2020 General Circular No. 20/2020 dated May 5, 2020 and other relevant circulars and latest General Circular no. 9/2024 dated September 19, 2024, issued by Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021, and other relevant circulars and last Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India ("SEBI Circulars") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time that the Special Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means i.e. remote e-voting only.

The Explanatory Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts and reasons thereof relating to the appended resolutions are attached herewith this Postal Ballot Notice for your consideration.

The Board of Directors of the Company has appointed Mr. Ravi Kapoor (FCS 2587, CoP No. 2407), Practicing Company Secretary, Ahmedabad as the Scrutiniser for conducting the postal ballot, through remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act read with the Rules and in accordance with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to enable the members of the Company to cast their votes electronically. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by remote e-voting facility only. Accordingly, the Postal Ballot Notice and instructions for remote e-voting are being sent only through electronic mode to those

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

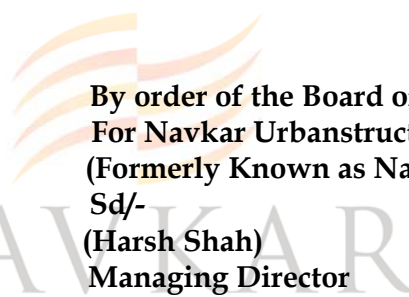
Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Members whose email address is registered with the Company / Depository Participant(s). The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for the purpose of providing remote e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' appended with this Notice and cast their votes not later than 5:00 P.M. on Thursday, February 20, 2025.

Accordingly, draft Special Resolution along with its Explanatory Statement setting out material facts concerning the rationale are annexed hereto for your consideration.

The Board has authorized Mr. Harsh Shah, Managing Director of the Company having DIN: 01662085, to take all necessary steps, acts, deeds and things as may be required to complete procedural and other formalities for passing the resolutions through Postal Ballot.


**By order of the Board of Directors
For Navkar Urbanstructure Limited
(Formerly Known as Navkar Builders Limited)**

**Sd/-
(Harsh Shah)
Managing Director
DIN: 01662085**

**Date: 23rd September, 2024
Place: Ahmedabad**

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

The Remote e-voting facility will be available during the following period:

Commencement of remote e-voting period	9.00 a.m. IST on Wednesday, January 22, 2025
Conclusion of remote e-voting period	5.00 p.m. IST on Thursday, February 20, 2025
Cut-off date for eligibility to vote	Friday, January 17, 2025

NOTICE TO MEMBERS FOR TRANSACTING BUSINESS THROUGH POSTAL BALLOT:

Dear Members,

Notice is hereby given that the following business shall be resolved through Postal Ballot in accordance with Section 110 read with Section 108 and other applicable provisions if any, of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and the rules made there under and Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"):

SPECIAL BUSINESSES:

- 1. To appoint Mr. Sarjeevan Singh (DIN: 08258683) as a Non-Executive Independent Director of the Company:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and in accordance with Articles of Association of the Company and based on Recommendation of Nomination and Remuneration Committee, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sarjeevan Singh (DIN: 08258683), as a Non-Executive

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Independent Director of the Company for second and final term of five years with effect from 26th September, 2024.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

2. To appoint Mr. Nileshkumar Patel (DIN: 08316887) as a Non-Executive Independent Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17(1C), 25(2A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time and in accordance with Articles of Association of the Company and based on recommendation of Nomination and Remuneration Committee, consent of the Members of the Company be and are hereby accorded to re-appoint Mr. Nileshkumar Patel (DIN: 08316887), as a Non-Executive Independent Director of the Company for second and final term of five years with effect from 26th September, 2024.

RESOLVED FURTHER THAT any one of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all things, deeds and acts as may be necessary and expedient to give effect to this resolution”.

3. To re-appoint Mr. Harsh Jitendrakumar Shah (DIN: 01662085) as Managing Director of the Company w.e.f. 1st February, 2025:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the Company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to recommendation of Nomination and Remuneration Committee of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Harsh Jitendrakumar Shah (DIN: 01662085) as a Managing Director of the Company for a period of 3 financial years commencing from 01.02.2025 and ending on 31.01.2028 with

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

a remuneration not exceeding Rs. 10,00,000/- p.m. at present and with a power to the Board to decide and make revision of such remuneration as may be considered fit to Mr. Harsh Jitendrakumar Shah from time to time.

RESOLVED FURTHER THAT notwithstanding to the above, in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Harsh Jitendrakumar Shah as a Managing Director of the Company, the remuneration payable to him shall be in accordance with the limit prescribed in Section II of Part-II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required including filing of necessary forms with ROC for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to submit the certified copy of this resolution to the concerned authorities as and when required."

**By order of the Board of Directors
For Navkar Urbanstructure Limited
(Formerly Known as Navkar Builders Limited)**

**Sd/-
(Harsh Shah)
Managing Director
DIN: 01662085**

Date: 23rd September, 2024

Place: Ahmedabad

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed businesses are mentioned in Item No.1, 2 & 3.
2. In conformity with MCA circulars and SEBI Circulars, this Notice will be sent through electronic means only to those Member(s) whose name appears in the Register of Members/ List of Beneficial Owners as on the cut-off date i.e. Friday, January 17, 2025

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

will be considered for the purpose of remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

3. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides Members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL. The e-voting period shall commence on Wednesday, January 22, 2025 at 09:00 A.M. and shall end on Thursday, February 20, 2025 at 05.00 P.M. Remote E-voting shall not be allowed beyond the said date and time.
4. The Board of Directors of the Company ("the Board"), has appointed Mr. Ravi Kapoor, Practicing Company Secretary, Ahmedabad (Membership No. FCS 2587 and CoP No. 2407) as the Scrutinizer, for conducting the said Postal Ballot through remote e-voting process in a fair and transparent manner. The scrutinizer decision on the validity of the vote cast will be final.
5. The resolution, if passed by the requisite majority through postal ballot, will be deemed to have been passed on the last date specified for voting i.e. Thursday, February 20, 2025.
6. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by Members at the Registered Office of the Company during 11:00 A.M. to 05:00 P.M. on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for remote e-voting.
7. The Notice has also been placed on Company's website: www.navkarurbanstructure.com and CDSL's e-voting website i.e. <https://www.evotingindia.com/> and will also be available on the website of stock exchange i.e. www.bseindia.com.
8. In case member has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(a) In Case shares are held in physical form:

Kindly send e-mail to Registrar and Transfer Agent at their email id mcsstaahmd@gmail.com along with all necessary details mentioning their Folio No, Full Name, Share Certificate Nos and No. of Shares held in order to update their e-mail Id.

(b) In case the shares are held in dematerialized form:

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

The member may please contact their Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

9. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL)

A. The instructions for members for voting electronically are as under: -

(i) **The voting period begins on Wednesday, January 22, 2025 at 09:00 A.M. and ends on Thursday, February 20, 2025 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) of Friday, January 17, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com

email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</p>
Dividend Details OR Date of (DOB)	<p>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.</p> <p>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 (iv).</p>

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Navkar Urbanstructure Limited> on which you choose to vote.

(xii) 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.

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

B. The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, January 17, 2025.

C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.

D. Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. FCS 2587 and COP No. 2407) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

E. The Scrutinizer will submit his report to the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or Managing Director or any Director of the Company or Company Secretary of the Company duly authorized on or before Saturday, 22nd February, 2025.

G. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.navkarurbanstructure.com and communicated to the BSE Limited where the shares of the Company are listed.

**By order of the Board of Directors
For Navkar Urbanstructure Limited
(Formerly Known as Navkar Builders Limited)
Sd/-**

**(Harsh Shah)
Managing Director
DIN: 01662085**

**Date: 23rd September, 2024
Place: Ahmedabad**

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

As required under Section 102 read with Section 108 and 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special business mentioned in the accompanying Notice.

ITEM NO. 1

Members are hereby informed that Board of Directors of the Company upon receipt of recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, subject to approval of shareholders of the Company had approved the re-appointment of Mr. Sarjeevan Singh (DIN: 08258683) as a Non-Executive, Independent Director of the Company for a second and final term of five years w.e.f. 26th September, 2024 through Resolution passed at their meeting held on 23rd September, 2024.

Mr. Sarjeevan Singh (DIN: 08258683) is qualified to be appointed as an Independent Director in terms of Section 149(6) of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Sarjeevan Singh (DIN: 08258683) that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Sarjeevan Singh (DIN: 08258683) as an Independent Director, not liable to retire by rotation, to hold office for second and final term of five (5) years, from 26.09.2024 to 25.09.2029 (both days inclusive).

Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 appointment of Mr. Sarjeevan Singh (DIN: 08258683), as an Independent Director requires approval of Members of the Company by passing a special resolution.

Except Mr. Sarjeevan Singh (DIN: 08258683), none of the other Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 1 of the accompanying Notice as Special Resolution.

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

ITEM NO. 2

Members are hereby informed that Board of Directors of the Company upon receipt of recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder, subject to approval of shareholders of the Company had approved the re-appointment of Mr. Nileshkumar Patel (DIN: 08316887) as a Non-Executive, Independent Director of the Company for a second and final term of five years w.e.f. 26th September, 2024 through Resolution passed at their meeting held on 23rd September, 2024.

Mr. Nileshkumar Patel (DIN: 08316887) is qualified to be appointed as an Independent Director in terms of Section 149(6) of the Act and has given his written consent to act as a Director of the Company. The Company has received a declaration from Mr. Nileshkumar Patel (DIN: 08316887) that he fulfils all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Nileshkumar Patel (DIN: 08316887) as an Independent Director, not liable to retire by rotation, to hold office for second and final term of five (5) years, from 26.09.2024 to 25.09.2029 (both days inclusive).

Further, in terms of Regulation 25(2A) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 appointment of Mr. Nileshkumar Patel (DIN: 08316887), as an Independent Director requires approval of Members of the Company by passing a special resolution.

Except Mr. Nileshkumar Patel (DIN: 08316887), none of the other Directors, Key Managerial Personnel and their relatives, is concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 2 of the accompanying Notice as Special Resolution.

ITEM NO. 3

The Board of Directors of the Company in its meeting held on September 23, 2024 has subject to approval of members of the Company, re-appointed Mr. Harsh Jitendrakumar

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Shah (DIN: 01662085), as a Managing Director of the Company for a period of 3 years w.e.f. February 1, 2025 to January 31, 2028 without any remuneration at present and with authority to the Board to pay remuneration to him from time to time within the overall limit prescribed in Part-II, Section II of Schedule V of the Companies Act, 2013 on recommendation by Nomination and Remuneration Committee.

As per provisions of Section 196 of the Companies Act, 2013 it is required to obtain approval of members at the ensuing General Meeting of the Company for re-appointment of Managing Director. Accordingly, approval of members by way of Special Resolution is sought for appointment of Mr. Harsh Jitendrakumar Shah (DIN: 01662085) as Managing Director of the Company.

Accordingly, the approval of the Members is sought for the re-appointment of Mr. Harsh Jitendrakumar Shah (DIN: 01662085) as a Managing Director of the Company.

Except Mr. Harsh Jitendrakumar Shah, none of the other Directors and Key Managerial Personnel and their relatives is interested in the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

Additional information as required under Schedule V of the Companies Act, 2013 is mentioned below:

A. General Information:

(i) Nature of Industry:

Navkar Urbanstructure Limited (formerly known as Navkar Builders Limited) has over 27 years of rich multidisciplinary experience in designing and executing challenging projects such as Sewage Treatment Plants and Pumping stations, Sewage, engaged in the Business of Infrastructure Activity including providing and supplying Ready Mix Concrete and RCC Pipes. The Company is also expanding its commercial activities by actively participating in to various Government Tenders.

(ii) Date of Commencement of Commercial Production:

The Company commenced commercial activities in the year 1992.

NAV KAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com

email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

Not Applicable as the Company is an existing company.

- (iv) **Financial Performance based on given indicators - as per Audited financial results for the financial year 2023-24 and 2022-23:**

(Rs. In lakhs)

Particulars	31.03.2024	31.03.2023
Revenue / Sales	1871.59	1191.15
Profit / Loss before tax	144.05	141.02
Profit / Loss after tax	101.57	128.52
Shareholder's Fund	15733.69	15674.22

- (v) **Foreign Investments or Collaborations: Nil**

B. Information about appointee:

- (i) Mr. Harsh Jitendrakumar Shah

a. Background details:

Harsh Shah brings over 20 years of experience in the infrastructure industry, with a robust background in project management, business development, and corporate leadership. Holding a [Chartered Engineer in Mechanical Engineering] from [Institute of Mechanical Engineers, Navi Mumbai], Harsh Shah combines technical expertise with business acumen to navigate the complexities of the construction landscape effectively. With a profound understanding of engineering principles, coupled with extensive industry knowledge, the Engineering Director drives the company's success by spearheading transformative projects and fostering a culture of innovation. The journey in the field of Infrastructure has been marked by continuous learning, professional growth, and a steadfast commitment to excellence.

- b. Past remuneration:** 9,14,000/-

- c. Recognition of awards:**

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com

email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Under the management leadership, [Navkar Urbanstructure Limited] has expanded its footprint across [Gujarat, Maharashtra, Madhya Pradesh], securing high-profile projects and diversifying its portfolio in key sectors such as energy and urban development.

The company has consistently delivered strong financial results, with revenue growth averaging 5% annually over the past 5 years. Through prudent financial management and strategic investments, Harsh Shah has ensured profitability and stability even in challenging market conditions.

d. Job profile and his suitability:

Harsh Shah Managing Director of [Navkar Urbanstructure Limited] epitomizes leadership excellence, driving organizational success through strategic foresight, operational proficiency, and a relentless commitment to stakeholder value. With a proven track record of achievement and a visionary approach to leadership, he continues to chart a course for sustainable growth, innovation, and industry leadership in the dynamic landscape of infrastructure development.

e. Remuneration proposed: Not exceeding Rs. 10,00,000/- p.m.

f. Comparative remuneration profile with reference to industry, size of the Company, profile of the position and person:

Remuneration proposed to be paid to Mr. Harsh Jitendra Bhai Shah is as per the industry norms and in line with the remuneration policy of the Company and approved and recommended by Nomination and Remuneration Committee of the Company.

g. Pecuniary relationship directly or indirectly with the Company or relationship with the management personnel, if any: Nil

C. Other Information:

- i) Reason for loss or inadequacy of profit:** Due to heavy burden of Overhead Charges
- ii) Steps taken or proposed to be taken for improvement and expected increase in productivity and profit in measurable terms:** Management

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

is in process of reducing the Overheads and thereby increasing the
profitability of the Company.

**By order of the Board of Directors
For Navkar Urbanstructure Limited
(Formerly Known as Navkar Builders Limited)**

Sd/-

(Harsh Shah)

Managing Director

DIN : 01662085

Date: 23rd September, 2024

Place: Ahmedabad



NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Annexure to the Notice

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment through postal ballot which is mentioned below:

ITEM NO. 01

Name of Director	Mr. Sarjeevan Singh
DIN	08258683
Date of Birth	05.08.1984
Age of Director	40 Years
Date of Appointment/Reappointment	26.09.2024
Qualification	12 th Pass
Experience	15 years
Functional expertise	Mr. Sarjeevansingh Rathore has more than 15 years of experience in the management of Business
Terms and Conditions of Appointment	Re-appointment as an Independent Director of the Company for 05 Years from. 26.09.2024 to 25.09.2029
Remuneration last drawn	Nil
Remuneration sought to be paid upon his appointment	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related
Names of other listed entities in which person holds Directorship and the membership of the committees of the Board	01.SHUKRA PHARMACEUTICALS LIMITED 02.SOFTRAK VENTURE INVESTMENT LIMITED
Chairman/ Director of other Company	01. SEHER RETAIL PRIVATE LIMITED
Number of shares held in the Company	Nil
No. of Board Meetings attended during the year	Eligible for 04 Board Meeting and attended 04 Board Meeting
Justification for re-appointment of	Considering the skills and expertise of

NAV KAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Independent Director	the person, Board has considered his re-appointment as Independent Director of the Company
Names of companies along with listed entities in which person has resigned in the past three years.	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Sarjeevan Singh is a person of integrity and skills. Considering the skills and expertise of the person, Board has considered his re-appointment as Independent Director of the Company

ITEM NO. 02

Name of Director	Mr. Nileshkumar Patel
DIN	08316887
Date of Birth	01.06.1969
Age of Director	55 Years
Date of Appointment/Reappointment	26.09.2024
Qualification	ITI
Experience	30 Years
Functional expertise	Mr. Nilesh Patel has the skills of management of projects and he is the guiding tool for the Board of the Company.
Terms and Conditions of Appointment	Re-appointment as an Independent Director of the Company for 05 Years from. 26.09.2024 to 25.09.2029
Remuneration last drawn	Nil
Remuneration sought to be paid upon his appointment	Nil
Designation	Non-Executive Independent Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related
Names of other listed entities in which person holds Directorship and the membership of the committees of the	NIL

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

Board	
Chairman/ Director of other Company	01. NAVKAR SURGICAL GUJARAT LIMITED
Number of shares held in the Company	NIL
No. of Board Meetings attended during the year	Eligible for 04 Board Meeting and attended 04 Board Meeting
Justification for re-appointment of Independent Director	Considering the skills and expertise of the person, Board has considered his re-appointment as Independent Director of the Company
Names of companies along with listed entities in which person has resigned in the past three years.	NIL
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of the Company is of the opinion that Mr. Sarjeevan Singh is a person of integrity and skills. Considering the skills and expertise of the person, Board has considered his re-appointment as Independent Director of the Company

ITEM NO. 03

Name of Director	Mr. Harsh Jitendrakumar Shah
DIN	01662085
Date of Birth	28.08.1981
Age of Director	44 Years
Date of Appointment / Reappointment	14.11.2019
Qualification	Mechanical Engineer
Experience	20 years
Functional expertise	Harsh Shah brings over 20 years of experience in the infrastructure industry, with a robust background in project management, business development, and corporate leadership. Holding a [Chartered Engineer in Mechanical Engineering] from [Institute of Mechanical Engineers, Navi Mumbai], Harsh Shah combines technical expertise with business acumen to navigate the

NAVKAR URBANSTRUCTURE LIMITED

CIN: L45200GJ1992PLC017761

Regd. Office: 304, Circle P, Near Prahlad Nagar, S.G. Highway,
Ahmedabad, Gujarat- 380051

Telefax: (079) 48484095, Web: www.navkarurbanstructure.com
email: navkarbuilders@yahoo.co.in/info@navkarurbanstructure.com

	complexities of the construction landscape effectively.
Terms and Conditions of Appointment	Re-appointment as a Managing Director of the Company for period of 3 Years from. 01.02.2025 to 31.01.2028
Remuneration last drawn	9,14,000/-
Remuneration sought to be paid upon his appointment	Not exceeding Rs. 10,00,000/- p.m.
Designation	Managing Director
Disclosure of relationship of Directors with Manager and KMP of the Company	Not related
Names of other listed entities in which person holds Directorship and the membership of the committees of the Board	NIL
Chairman/ Director of other Company	01. ARMIEDA HAIR STUDIO PRIVATE LIMITED
Number of shares held in the Company	NIL
No. of Board Meetings attended during the year	Eligible for 04 Board Meeting and attended 04 Board Meeting
Justification for re-appointment of Independent Director	Considering the skills and expertise of the person, Board has considered his re-appointment as Managing Director of the Company
Names of companies along with listed entities in which person has resigned in the past three years.	N.A.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Since Mr. Harsh Jitendrakumar Shah is an Executive Director therefore this field is not applicable.

**By order of the Board of Directors
For Navkar Urbanstructure Limited
(Formerly Known as Navkar Builders Limited)
Sd/-
(Harsh Shah)
Managing Director
DIN: 01662085**

**Date: 23rd September, 2024
Place: Ahmedabad**