



## **ANUBHAV INFRASTRUCTURE LIMITED**

**CIN : L51109WB2006PLC107433**

**Registered Office : 1/A Fakir Dey Lane, 1st Floor, Bowbazar, Kolkata – 700 012**

**Contact No. 91 82320 13440; E-mail : info@anubhavinfrastucture.com; anubhainfrastucture@gmail.com**

**Website : www.anubhavinfrastucture.com**

### **Postal Ballot Notice**

**Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014**

<b>REMOTE E-VOTING STARTS ON</b>	<b>REMOTE E-VOTING ENDS ON</b>
<b>Monday, May 29, 2023</b>	<b>Tuesday, June 27, 2023</b>

Dear Shareholder(s),

Notice of Postal Ballot ('Notice') is hereby given to the Shareholders of M/s. Anubhav Infrastructure Limited ('the Company'), pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014, as amended from time to time ('Rules') read with the General Circular Numbers 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolution as set out in this Notice is proposed for consideration by the Shareholders of the Company for passing as an Ordinary & Special Resolution by means of Postal Ballot by way of voting through electronic means ('remote e-Voting'). The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide remote e-Voting facility to the Shareholders of the Company. In view of the above, please note that the physical copies of the Notice along with the Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Shareholders.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'). If Shareholder's email ID is not registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting.

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons thereof is appended to this Notice. The Board of Directors of the Company has, in compliance with the Rules, appointed M/s. Kalpana Tekriwal & Associates, (CP: 22484) Practicing Company Secretary, as Scrutinizer for conducting this Postal Ballot process through remote e-Voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the Section, General information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote



e-Voting process not later than Tuesday, June 27, 2023 till 5.00 P.M.(IST) failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

1. Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit her report to Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-voting process along with the Scrutinizer's Report shall be announced on or before June 28, 2023 at the Registered Office of the Company at "Chatterjee International Centre", 33A, Chowringhee Road, 6th Floor, Room No. 6A, (now known as Jawaharlal Nehru Road), Kolkata-700 071 (Changed w.e.f. 01.06.2023). The results along with the Scrutinizer's Report shall also be intimated to the BSE Limited ('BSE') (hereinafter collectively referred to as 'Stock Exchange') where the Equity Shares of the Company are listed and will also be displayed on the Company's website at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) as well as on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) The last date for e-Voting i.e. June 27, 2023 shall be deemed to be the effective date of passing of the Resolution as per SS-2.

#### **SPECIAL BUSINESS :**

##### **ITEM NO. 1**

#### **TO CONSIDER AND APPROVE THE CHANGE IN NAME OF THE COMPANY**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of section 4, 13, 14 and 15 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules, if any of the Companies Act 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s), rule(s), regulation(s), guideline(s) or provision(s) and subject to the approval(s) as may be necessary for the Company in this regard, the consent of the Members be and is hereby accorded to change the name of the Company from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited".

**"RESOLVED FURTHER THAT** upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the name "Anubhav Infrastructure Limited" whereby occurs in the Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name ""Kaizen Agro Infrabuild Limited".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized, to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, forms, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or Central Registration Centre (CRC) or Regional Director or such other Authority in respect of any matter(s) arising from or incidental to the said amendment and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

**RESOLVED FURTHER THAT** Mr. Pankaj Kumar Jhunjunwala, Whole-time Director and Ms. Nikita Rateria, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

##### **ITEM NO 2**

#### **CHANGE IN OBJECT CLAUSE OF THE COMPANY**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**



**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, the consent of the members of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, West Bengal and other Authorities, to append following Clause III (A) (B) (C) :

Clause III (A) :

2. "To carry on business as, traders import export of food & food products or as manufacturers, producers, processors, makers, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, stockiest, agents, sub-agents, merchants, distributors, consignors, dealers, jobbers, brokers, concessionaires or otherwise deal in all plants and machinery, implements, accessories, tools, materials, substances, goods or things of any description including tractors, power tillers, sprayers, gadgets, cold storages, deep freeze equipment's and deals in all types of equipment's and chemicals required for forestry, animal husbandry, poultry farming, agriculture, apiculture, pisciculture, sericulture, horticulture, micronutrients, equipment for processing and preserving forest, agricultural, horticultural, pisciculture, or Seri cultural produce. To carry on the business of aggregation & selling of produce and or products of members derived from Agriculture (cereals, pulses, millets, fibers), Horticulture (fruits, flowers, vegetables), Sericulture, Apiculture, Pisciculture (inland), & from allied activities such as Dairy Farming, Sheep & Goat rearing, Poultry Farming, all value products from the above at remunerative prices and also selling quality inputs needed for farming such as Seeds, Bio-fertilizers, Bio-growth promoters, Bio-pesticides, agricultural implements and equipment's, other production requirements, livestock feed, production & domestic needs of members at competitive prices. To finance and promote the production, procurement, processing, marketing and other activities mentioned above including the extension of credit facilities or any other manner of financial services to the members of the company. To carry on the business in India or abroad to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockiest, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods."

**FURTHER RESOLVED THAT** the sub clause (2) and (3) of the unaltered MOA has been merged with sub clause (1) of clause III (A) of the Memorandum of Association of Company.

**FURTHER RESOLVED THAT** Clause III (B) is being remained unchanged with sub-clause mentioned from Point No. 1 to Point No. 35 of the Memorandum of Association of Company.

**FURTHER RESOLVED THAT** the following new clause would be inserted to clause III (C) of the Memorandum of Association :

**(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-**

1. To produce, manufacture, trade, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesive, sheets, roofing, glass, furniture, fittings, electrical goods, water supply or storage equipment, floor polish, door closures, concrete mixtures, elevators, paints, hardware, pipe, fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber, teak, board, fiber, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
2. To carry on the business of ironmasters, steel makers, steel converters, manufacturers of ferro-manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founder, in all their respective branches.
3. To carry on the business of buyers, sellers, exporters, importers, merchandisers, traders, coordinators, distributors, agents, brokers, stockists, commission agents, auctioneers, trustees, forwarders, dealers, concessionaires,



processors, reprocesses, tanners, dressers, contractors, manufacturers, producers, assemblers, finishers, packers, processors, texturisers, retailers, wholesalers, suppliers, representatives, sub agents, inquiry agents, publicity and advertising agents in India and abroad of all kinds of apparels, home industries, handicrafts, antiques, shoes, umbrellas all types of silk, all fibres, and any other products related to prescribed business.

4. To develop, design, structure, establish, maintain, market, buy, import, export, sell, provide, license, implement and set up Support Services business and units, Business Services businesses and units, Support Centers, Business Centers, Software/Computer Software businesses, centers and units, Information Technology Enabled businesses, centers and units and Information Technology businesses, centers and units in India or anywhere in world.
5. To carry on the business of finance company and deploy funds and other monies of company or the purchase, sale, exchange, surrender, subscription, acquisition, acquisition, undertaking, conversion or otherwise dealing in shares, stocks, units, debentures including bonds, securities, warrants, negotiable instruments, money market and capital market securities, and securities of any kind issued or guaranteed by any government, local authorities, public sector undertakings, corporations,, and other organizations, of whatever nature, in India or elsewhere. To act as broker, portfolio manager, financial consultants, management consultants, and provide advice, services, consultancy in various fields.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, Mr. Pawan Kumar Jhunjunwala, Whole-time Director & Ms. Nikita Rateria, Company Secretary of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, West Bengal.”

### **ITEM NO. 3**

#### **ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable law(s) , rule(s), regulation(s), guideline(s) or provision(s), consent of the members be and is hereby accorded to alter Clause I i.e. Name Clause of the Memorandum of Association of the Company, by substituting the same with the following:

The Name of the Company is **Kaizen Agro Infrabuild Limited.**

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 (hereinafter referred as “the Act”) and all other applicable provisions, if any and read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendment(s), Clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred as “the rules”) and such other approval(s), permissions and sanctions of Registrar of Companies, and other competent authorities, departments or bodies as and to the extent necessary under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for adopting the new set of Memorandum of Association (the “MOA”) in line with Companies Act, 2013 and effecting the following alterations in the existing MOA of the Company by substitution / deletion of certain clauses in the following manner:



- (i) The existing Clause I be substituted by the new name as approved by MCA i.e. Kaizen Agro Infrabuild Limited.
- (ii) The existing heading of Clause III (A) be substituted by the new heading titled as "THE MIAN OBJECTS TO BE PURSUED BY THE COMPANY ARE" mentioned in Point 1 & 2.
- (ii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERES WHICH ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF CLAUSE III (A) OF THE COMPANY ARE": mentioned as Point No. 1 to 35.
- (iv) The existing Clause III (C) titled as "THE OTHER OBJECTS FOR WHICH THE COMPANY ESTABLISHED ARE "comprises from Point No. 1 to Point No. 5.
- (iv) The existing Clause IV of the MOA be is unchanged.

"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

- (v) The existing Clause V i.e Capital Clause of the MOA will be altered as :

"The Authorized Share Capital of the Company is 51,50,00,000/- (Rupees Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) equity shares of face value Rs. 10/- (Rupee Ten) each with such with such rights, privileges & conditions attaching there to as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the Company and to divide the shares in capital for the time being into several classes and to attach there to respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Jhunjhunwala, Whole-time Director & Ms. Nikita Rateria, Company Secretary of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) be hereby authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

#### **ITEM NO. 4**

#### **ADOPTION OF AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY**

**To consider and if thought fit, to pass the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Ministry of Corporate Affairs, Government of India, for the time being in force), and such other approvals, as may be required from the relevant Authorities, the consent of the members be and is hereby accorded to amend and replace the existing Articles of Association of the Company with the amended and restated Articles of Association of the Company as uploaded on the website of the Company.



**RESOLVED FURTHER THAT** consent of the members be and is hereby also accorded to alter the reference of name of the Company appearing in the Articles of Association of the Company so adopted with new name i.e. "Kiazen Agro Infrabuild Limited, subject to the other necessary approvals, if any.

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Jhunjhunwala, Whole-time Director & Ms. Nikita Rateria, Company Secretary of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) be hereby authorized to file necessary e-forms with Registrar of Companies and to do all such acts, deeds, filings, matters and things as it may in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company and execute all such deeds, documents, instruments, applications, returns and writings as may be necessary, proper, desirable or expedient and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or to any officers of the Company to give effect to the aforesaid resolution."

#### **ITEM NO. 5**

#### **ISSUANCE OF 30,000,000 FULLY CONVERTIBLE EQUITY WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER, PROMOTER GROUP AND NON PROMOTER CATEGORY**

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

**"RESOLVED THAT** in accordance with the provisions of Section 23, 42, 62 of the Companies Act, 2013(the "Act"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the "SEBI ICDR Regulations" or "ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("LODR Regulations"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), Foreign Exchange Management Act, 1999, as amended, and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("SEBI") and/or the BSE Limited ("Stock Exchange(s)"), where the Equity Shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Reserve Bank of India ("RBI"), Stock Exchange(s) and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the ICDR Regulations, 30,000,000 (Three Crores) numbers of Fully Convertible Equity Warrants (hereinafter referred to as "Convertible Warrants") at an exercise price of ₹ 15/- (Rupees Fifteen Only) per underlying Equity share of the Face Value of ₹ 10/- (Rupees ten each) (with a premium of ₹ 5/- (Rupees Five Only) per share which is a price higher than the price as determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, each convertible into 1 (One) Equity Share of Face Value of ₹10/- (Rupees Ten Only) each ("the Equity Shares"), aggregating up-to ₹ 45,00,00,000 /- (Rupees Forty Five Crores Only), for cash, to the person(s) belonging to Promoter, Promoter Group and Non- Promoter Group Category (including Qualified Institutional Buyers (QIBs) (hereinafter referred as "Proposed Allottee (s)" as more particularly enlisted in the explanatory statement, in accordance with the ICDR Regulations and other applicable laws and on such terms and conditions as mentioned hereunder.



**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is taken to be May 26, 2023 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Tuesday, June 27, 2023.

**RESOLVED FURTHER THAT** aforesaid Issue of Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI (ICDR) Regulations including the following:

- i. the proposed allottee (s) of Warrants shall, on or before the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018. The balance 75% of the Issue Price shall be payable by the Proposed allottee(s) before/at the time of exercising the Conversion of Warrant.
- ii. The consideration for allotment of warrants arising out of exercise of such Warrants shall be paid to the Company from the Bank account of the respective proposed warrant allottee(s).
- iii. The Warrants shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- iv. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
- v. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- vi. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vii. Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- viii. The resulting Equity share shall rank pari-passu with the then existing fully paid-up Equity Shares of the Company including as to Dividend and voting Rights etc.
- ix. The Resulting Equity Shares will be listed and traded on the stock exchange(s), where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Convertible Warrants shall not be listed.
- x. the entire pre-preferential allotment Equity shareholding of the proposed allottee(s), if any, shall be subject to lock-in as per Regulation 167(6) of the ICDR Regulations.



- xi. the Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.
- xii. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- xiii. The Warrants by itself until converted into Equity Shares, does not give to the Warrant Holder(s) any rights(including any dividend or voting rights) in the Company in respect of such Equity Warrants;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Convertible Warrants/ Resulting Equity Shares including but not limited to making application to Stock Exchange(s) for obtaining of in-principle approval, listing of Shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Convertible Warrants/ Resulting Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

**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)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or a committee of the Board, any other Director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

#### **ITEM NO. 6**

#### **TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s)and reenactment(s) thereof for the time being in force) and the rules framed thereunder and the provision of Memorandum and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchange(s) or any other authority under any other Law for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 23,00,00,000/- (Twenty Three Crores) consisting of 2,300,000 (Two Crores Thirty Lakhs) Equity Shares of Face Value ₹ 10/- (Rupees Ten only) each to ₹ 51,50,00,000/- (Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorized Share Capital of the Company is 51,50,00,000/- (Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each.





**RESOLVED FURTHER THAT** Mr. Pankaj Kumar Jhunjhunwala, Whole-time Director and Ms. Nikita Rateria, Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

**ITEM NO. 7**

**TO APPOINT MR. AJAY KUMAR KHANDELWAL (DIN: 02186565) AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

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

Regularization of Additional Director, Mr. Ajay Kumar Khandelwal (DIN: 02186565), by appointing him as a Non-Executive Independent Director of the Company :

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“Listing Regulations”), Mr. Ajay Kumar Khandelwal (DIN: 02186565), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company (“the Board”) on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not debarred from holding office of Directors pursuant to any SEBI’s Order or any other authority, and who has been registered in the Independent Director’s Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. December 28, 2022 to December 27, 2027.

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Jhunjhunwala, Whole-time Director & Ms. Nikita Rateria, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or any officer(s) to give effect to the aforesaid resolution.”

**ITEM NO. 8**

**APPOINTMENT OF MR. PAWAN KUMAR JHUNJHUNWALA (DIN: 10049668) AS A WHOLE TIME DIRECTOR OF THE COMPANY**

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

Regularisation of Additional Director, Mr. Pawan Kumar Jhunjhunwala (DIN: 10049668), by appointing him as a Whole Time Director of the Company:

“**RESOLVED THAT** the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the member be and is hereby accorded for the appointment of Mr. Pawan Kumar Jhunjhunwala (DIN: 10049668) as Whole Time Director of the Company for a period of 5 years commencing from December 30, 2022 to December 29, 2027



(liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the "Board" which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Pawan Kumar Jhunjhunwala within the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** Mr. Bitu Pal, Director & Ms. Nikita Rateria, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution."

#### **ITEM NO. 9**

#### **TO APPOINT MRS. MANDEEP KAUR JAISWAL (DIN: 10077160) AS A NON EXECUTIVE INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.**

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

Regularization of Additional Director, Mrs. Mandeep Kaur Jaiswal (DIN: 10077160), by appointing her as a Non-Executive Independent Director of the Company :

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("Listing Regulations"), Mrs. Mandeep Kaur Jaiswal (DIN: 10077160), who has been appointed as Non-Executive Independent Director on the Board of Directors of the Company ("the Board") on the recommendation and approval of the Nomination and Remuneration Committee and the Board at their respective meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and the Listing Regulations, and who is not debarred from holding office of Directors pursuant to any SEBI's Order or any other authority, and who has been registered in the Independent Director's Data Bank maintained under the Act, be and is hereby appointed as Non-executive Independent Director of the Company (not liable to retire by rotation) to hold office for a term of five (5) consecutive years w.e.f. April 29, 2023 to April 28, 2028.

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Jhunjhunwala, Whole-time Director & Ms. Nikita Rateria, Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or any officer(s) to give effect to the aforesaid resolution."

#### **ITEM NO. 10**

#### **APPOINTMENT OF MR. ANKUR HADA (DIN: 10163731) AS A MANAGING DIRECTOR CUM CHAIRMAN OF THE COMPANY**

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

Regularisation of Additional Director, Mr. Ankur Hada (DIN: 10163731), by appointing him as a Managing Director cum Chairman of the Company:



**“RESOLVED THAT** the provisions of Sections 196, 197, 198, read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the member be and is hereby accorded for the appointment of Mr. Ankur Hada (DIN: 10163731), as Managing Director cum Chairman of the Company for a period of 5 years commencing from May 20, 2023 to May 19, 2028 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice, with full liberty to the Board of Directors (hereinafter referred to as the “Board” which shall be deemed to include the Nomination & remuneration Committee of the Board) to revise/ alter/ modify/ amend/ change the terms and conditions as may be agreed to by the Board and Mr. Ankur Hada within the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director cum Chairman, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

**RESOLVED FURTHER THAT** Mr. Pawan Kumar Jhunjhunwala, Whole -Time Director & Ms. Nikita Rateria, Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

***For & On behalf of the Board***  
**Anubhav Infrastructure Limited**

**Place :** Kolkata  
**Date :** May 26, 2023

**Nikita Rateria**  
**(Company Secretary/Compliance Officer)**  
**M No. 36115**



**NOTES :**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto. A Statement giving relevant details of the Directors seeking appointment/re-appointment under Item No. 7 to 10 of the accompanying Notice, as required under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure –A**.
2. Notice is being sent electronically to the Members whose names appear on the registers of members/ list of beneficial owners as received from Depositories as on Friday, May 19, 2023 and who have registered their email addresses with the Company and/or with the Depositories.
3. This Postal Ballot is being conducted in compliance with applicable provisions of the Companies Act, 2013 and rules made thereunder read with Circulars issued by the MCA & SEBI.
4. In accordance with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and applicable Regulations of SEBI Listing Regulations, physical copies of the Notice will not be circulated and the members can vote through e-voting only.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their e-mail addresses are requested to register the same with the Depository Participants, where they maintain their demat accounts. 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/ Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter. Further, a person who is not a member of the Company as on the Cut- off date should treat this Notice for information purpose only.
6. In accordance with the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 and 110 of the Act read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically on the resolution set forth in this Notice. Members are informed that the communication of their assent or dissent can take place through the e-voting facility. The Company has engaged the services of National Securities Depositories Limited (NSDL) for the purpose of providing remote e-voting facility to all its Members.
7. The Notice is being uploaded on the website of the Company i.e., at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com) and shall also be communicated to the Stock exchange(s), where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com).
8. Dispatch of the Notice shall be deemed to be completed on the day on which NSDL sends out the communication for the postal ballot process by e-mail to the members of the Company.
9. The e-voting period commences on Monday, May 29, 2023 (9.00 a.m.) and ends on Tuesday, June 27, 2023 (5:00 p.m.). The E-voting module shall be disabled by NSDL for voting after 5:00 pm on Tuesday, June 27, 2023.
10. Resolution passed by the members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in this behalf.
11. Voting rights shall be reckoned on the paid-up Value of Shares registered in the name of Members / beneficial owner as on Friday, May 19, 2023.



12. The resolution(s), if approved by the requisite majority, shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e. Tuesday, June 27, 2023.

13. The Board of Directors has appointed CS Kalpana Tekriwal, Proprietor of M/s. Kalpana Tekriwal & Associates, and Company Secretary in practice, having C.P. No. 22484 as Scrutinizer to scrutinize the e- voting process in fair and transparent manner.

14. The Scrutinizer after scrutinizing the votes cast through remote e-voting will make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.

15. The result of the voting on resolution passed by Remote e-voting will be declared on or before June 28, 2023. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) and also shall be communicated to BSE Limited ("BSE") where the Company's Equity Shares are listed and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com). The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the Shareholders assented to the Resolutions.

16. Institutional/Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution/authorization letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to of the Act, to the Company at [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com).

17. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote

18. As per SEBI circular dated 03/11/2021, every Shareholder who are holding Shares in physical form (if any) is mandatorily required to register their PAN, Bank detail, Mobile number, E-mail id and nomination otherwise their holding will be frozen and after 6 December 2025 all these Shares will be referred to the Administering Authority under Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002. However the 100% holding of the Company is in dematerialized form.

19. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for electronic inspection from the date of circulation of this Notice upto the last date specified for the e-voting i.e. Tuesday, April 25, 2023. Members seeking to inspect may visit the website of the Company: [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

20. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the "downloads" Section of <https://www.evoting.nsdl.com> or contact NSDL by email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on: 1800 222 990. 20. Further any query/grievance with respect to voting on above Postal Ballot may please be addressed to Ms. Nikita Rateria, Company Secretary at: Email id: [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com), phone no.:-+91 82320-13440 or to the Registrar and Transfer Agent, Maheshwari Datamatics Private Limited, at 23 R.N Mukherjee Road, 5th Floor, Lalbazar, Kolkata – 700 001

21. The instructions and other information relating to e-voting are as under :

**How do I vote electronically using NSDL e-Voting system?**



The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual Shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>

	<p>NSDL Mobile App is available on</p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**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](http://www.cdslindia.com).

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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**B) Login Method for e-Voting Shareholders other than Individual Shareholders holding securities in demat mode Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding Shares i.e. Demat (NSDL or CDSL) Physical	Your User ID is:
a) For Members who hold Shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID.  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold Shares in demat account with CDSL	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding Shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for Shareholders other than Individual Shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?





- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for Shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a). Click on "**Forgot User Details/Password?**" (If you are holding Shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding Shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding Shares and whose voting cycle.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of Shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [tekriwalkalpana@gmail.com](mailto:tekriwalkalpana@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download Section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those Shareholders whose email ids are not registered with the depositories/ Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case Shares are held in physical mode please provide 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 [info@anubhavinfrastrcuture.com](mailto:info@anubhavinfrastrcuture.com).
2. In case Shares are held in demat mode, please provide DPID-CLIENT ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual Shareholders holding securities in demat mode.
3. Alternatively Shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## EXPLANATORY STATEMENT

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

As required under Section 102 of the Companies Act, 2013 (Act), the following explanatory statements set out all material facts relating to the businesses mentioned under Item numbers 1 to 10 of the accompanying Notice.

### Item No. 1

The Members may note that the Board of Directors of the Company at its meeting held on March 24, 2023 had approved the proposal for change of name of the Company from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited", subject to the approval of the Members of the Company and other relevant Statutory and Regulatory authorities, if any.

The Board is of the opinion that the Company has a wide scope on agricultural business along with the Infrastructure business and adopting the name Kaizen Agro Infrabuild Limited will have the following benefits :-

- Ensure uniformity and consistency
- Helps in having new business direction.
- Don't have to invest in two brands.
- Increases association amongst internal stakeholders.
- Signify positive change to the public.
- Helps in building Brand name.

The Ministry of Corporate Affairs, Govt. of India vide its letter dated May 12, 2023, had accorded their permission for using of word "Anubhav Infrastructure" in the proposed name change of the Company from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited". Further, Central Registration Centre, Govt. of India vide its letter dated May 12, 2023, has issued name reservation certificate stating that there is no objection in the availability of the changed name Anubhav Infrastructure Limited from the existing name Kaizen Agro Infrabuild Limited.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Consequent upon change of name of the Company, the name "Anubhav Infrastructure Limited" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents and places would have to be substituted with the new name i.e. "Kaizen Agro Infrabuild Limited".

The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association of the Company. However, the said change in the name of the Company will be effective post receipt of approval from the Ministry of Corporate Affairs or other regulatory authority(ies) if any and upon receipt of fresh Certificate of Incorporation in the new name of the Company i.e. "Kaizen Agro Infrabuild Limited".

A copy of certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this Notice of Postal Ballot.

The Board recommends the Special Resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise,



concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice.

#### **Item No. 2**

The present object clause of the Memorandum of Association (MOA) of the Company covers all the activities carried on by the Company. In the view of the prevailing market condition, demand and growth of the Agriculture sector, the Company intends to expand the scope of business activities accordingly due to which the Company has decided to amend the Object Clause of the Memorandum of Association of the Company as per Section 13 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014.

Further, the Company is of the opinion that the name of the Company should correspond the objects of the Company. Therefore the Board of directors has decided to change the name of the Company with the approval of members by way of special resolution and to amend the object clause of the Company and thus your approval is sought for the same. The proposed activities can conveniently and advantageously be combined with the present activities of the Company. This will also enlarge the area of operations of the Company.

None of the Directors, Key Managerial Persons of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution of Item No. 2.

The Board commends the special resolution set out at Item No. 2 for the approval of the members of the Company.

#### **Item No. 3 & 4**

The existing Memorandum of Association ("MOA") of the Company and Articles of Association ("AOA") of the Company as per the Companies Act, 2013 which have been amended. It is proposed to amend the MOA and AOA with the provisions of the Companies Act, 2013 to bring them in line with the reference due to the change in Name Clause, Capital Clause & Object Clause.

Accordingly, with a view to align with the existing change in the MOA & AOA of the Company, it is proposed to make the following alteration in the MOA & AOA of the Company:

(i) The existing Clause I be substituted by the new name as approved by MCA i.e Kaizen Agro Infrabuild Limited.

(ii) The existing heading of Clause III (A) be substituted by the new heading titled as "THE MIAN OBJECTS TO BE PURSUED BY THE COMPANY ARE" mentioned in Point 1 & 2.

(ii) The existing heading of Clause III (B) be substituted by the new heading titled as "MATTERES WHICH ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF CLAUSE III (A) OF THE COMPANY ARE": mentioned as Point No. 1 to 35.

(iv) The existing Clause III (C) titled as "THE OTHER OBJECTS FOR WHICH THE COMPANY ESTABLISHED ARE "comprises from Point No. 1 to Point No. 5.

(iv) The existing Clause IV of the MOA be is unchanged.

"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

(v) The existing Clause V i.e Capital Clause of the MOA will be altered as :

"The Authorized Share Capital of the Company is 51,50,00,000/- (Rupees Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) equity shares of face value Rs. 10/- (Rupee Ten) each with such with such rights, privileges & conditions attaching there to as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the Company and to divide the shares in capital for the time being into several classes and to attach there to respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with



the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.”

It is perceived to be in the best interest of the Company to align with the new set of changes executed in the MOA & AOA with the provisions of the Act. Accordingly, it is considered expedient to substitute the existing set of MOA & AOA with the existing change.

In terms of Sections 4, 5, 13 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of MOA and AOA of the Company.

The Board recommends the above resolution to the shareholders for their approval as Special Resolutions.

A copy of amended and restated MOA and AOA of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day and are also available on the website of the Company at [www.anubhavinfrasturture.com](http://www.anubhavinfrasturture.com)

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 & 4 of the Notice.

#### **Item No. 5 (Special Resolution)**

Particulars of the Offer including details of Board Resolution passed

The Board of Directors of the Company (“Board”) at their meeting held on the May 20, 2023, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have re-considered and decided/approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“ICDR Regulations”), the following securities :

up to an aggregate of 3,00,00,000 (Three Crores) numbers of Fully Convertible Warrants (“Convertible Warrants”), convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 10/- (Rupees Ten only) each of the Company, at an exercise price of ₹ 15/- (Rupees Fifteen only) (including a premium of ₹ 5/-) per Equity share or at such price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations whichever is higher,

The relevant disclosures as required under Regulation 163(1) of Chapter V of the SEBI (ICDR) Regulations are set out below:

#### **A. The Objects of the issue through preferential offer:**

The Company requires infusion of funds to augment the long term resources of the Company for meeting funding requirements of its business activities i.e to undertake long term construction/ infrastructure activities, strengthen balance sheet, maintain adequate liquidity for the smooth working of the Company without hassle, pursue growth opportunities in the new line of business i.e agro business and also to extend financial support for the running, planning, development or diversification of new business undertaken by the Company for implementing or executing its projects or brand building and also for general corporate and other purposes.

#### **B. Maximum Number of specified securities to be issued:**

This Special Resolution authorizes the Board to issue and allot, by way of preferential issue on a private placement basis, in one



or more tranches, in compliance with ICDR Regulations, up to an aggregate of 3,00,00,000 (Three Crores only ) numbers of Warrants, convertible into equivalent numbers of Equity Shares (i.e. one fully paid up Equity share upon conversion of every one Warrant held) of a Face Value of ₹ 10/- (Rupees Ten only) each of the Company Further, no assets of the Company are charged as Securities for the said Preferential Issue.

C. The allotment of the convertible warrants is subject to the Proposed Allottee(s) not having sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee(s) have not sold any Equity Shares of the Company during 90 Trading Days preceding the Relevant Date.

D. The names of the Proposed Allottee(s) and their status after preferential issue is as under:

a. Issue of Convertible Warrants to following person(s) belonging to the Promoter, Promoter Group and Non-Promoter Group Category (including QIB(s)):

SL. NO.	NAME OF THE PROPOSED ALLOTTEE(S)	CURRENT STATUS	PROPOSED STATUS	NO. OF FULLY CONVERTIBLE WARRANTS
1.	PARMESHWAR MERCANTILE PRIVATE LIMITED	PROMOTER	PROMOTER	45,00,000
2.	PARMESHWAR BARTER PRIVATE LIMITED	PROMOTER	PROMOTER	50,00,000
3.	AMARDHAN MERCANTILE PRIVATE LIMITED	-	NON-PROMOTER	8,75,000
4.	LINKPLAN SHOPPERS PRIVATE LIMITED	-	NON-PROMOTER	12,75,000
5.	VIRAT VINTRADE PRIVATE LIMITED	-	NON-PROMOTER	11,50,000
6.	HIGHLIFE COMMOTRADE PRIVATE LIMITED	-	NON-PROMOTER	15,25,000
7.	JATADHARI COMMOMODEAL PRIVATE LIMITED	-	NON-PROMOTER	15,00,000
8.	MANIMUDRA MARKETING PRIVATE LIMITED	PUBLIC	NON-PROMOTER	4,75,000
9.	JIWAN DEEP COMMERCIAL PVT LTD	-	NON-PROMOTER	5,00,000
10.	AVIGHNA BUILDCONS PRIVATE LIMITED	-	NON-PROMOTER	6,00,000
11.	BABA BHOOHNATH NIRMAN PRIVATE LIMITED	-	NON-PROMOTER	35,00,000
12.	ABHISHEK CHOKHANI	-	NON-PROMOTER	6,00,000
13.	ASHOK KUMAR CHOKHANI (HUF)	-	NON-PROMOTER	6,75,000
14.	SHARDA CHOKHANI	-	NON-PROMOTER	6,50,000
15.	ABHISHEK CHOKHANI (HUF)	-	NON-PROMOTER	6,50,000
16.	MONA CHOKHANI	-	NON-PROMOTER	5,25,000
17.	JALEES COMMERCIAL LIMITED	-	NON-PROMOTER	10,00,000
18.	AG DYNAMICS FUNDS LIMITED	-	NON-PROMOTER (QIB)	50,00,000
<b>TOTAL</b>				<b>30,00,000</b>

E. Intent of the promoters, Directors or key management personnel (KMP) of the issuer to subscribe to the offer:

Apart from the Proposed Allottee(s) categorized as Promoters and Promoter Group for the Convertible Warrants, as mentioned in Table D (a) above, no promoter or any Director or key management person intend to subscribe to the present preferential issue.



#### **F. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Warrants and Equity Shares is May 26, 2023 (As Relevant Date is falling on weekend, therefore the day preceding the weekend is reckoned as the relevant date) being the date which is 30 days prior to the last date for remote e-voting for Postal Ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Tuesday, June 27, 2023.

#### **G. Pending Preferential Issue**

Presently there has been no preferential issue pending or in process except as proposed in this notice.

#### **H. Basis on which the price has been arrived and Valuation Report**

In case of the frequently traded Shares, as per Regulation 164(1) of the SEBI (ICDR) Regulations, 2018, a minimum issue price of the Equity Shares/ Convertible Warrants in preferential issues has to be calculated as:

- (a) the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognized stock exchange preceding the relevant date; or
- (b) the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Provided that if the Articles of Association of the issuer provide for a method of determination, which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

The Shares of the Company are listed and traded on BSE Ltd (BSE). As per the trading volume data available on the Stock Exchange.

Further as per regulation 164(4)(a) a preferential issue of specified securities to qualified institutional buyers, not exceeding five in number, shall be made at a price not less than the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognized stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for Equity Shares to be allotted pursuant to the preferential issue.

Further, as per regulation 166A of the SEBI (ICDR) Regulations, 2018, any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottee(s) acting in concert, shall require a valuation report from an independent registered Valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered Valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.



Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Proposed Allottee(s), the pricing of the Convertible Warrants to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded Shares):
- Or
- ii. Price determined as per provisions of the Regulation 164 (4) of the SEBI ICDR Regulations (in case of frequently traded Shares):
- iii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A(1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 26 May, 2023 by CA Jainam Hitesh Shah, Registered Valuer (Securities of Financial Assets) Regn. No. IBBI/RV/07/2020/13500, 410 Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai – 400 092 and the copy of the same has been hosted on the website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com). As per the Valuation Report, the minimum price, in terms of Regulation 164(1), 164(4) and 166A(1) of the SEBI ICDR Regulations, 2018, at which Convertible Warrants or Equity Shares can be issued is ₹ 11.02/- (Rupees Eleven approx. only).

It is proposed that the Convertible Warrants shall be issued at an exercise price of ₹ 15/- per underlying Equity share of the Face Value of ₹ 10/- each (including a premium of ₹ 5/- per Equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018. The Equity Shares shall be issued at an issue price of Rs. 15/- per Equity share of the Face Value of Rs. 10/- each (including a premium of ₹ 5 /- per Equity Share) which is higher than the issue price as determined as per the SEBI (ICDR) Regulations, 2018.

Accordingly, the proposed issue price is more than the price determined under Regulation 164(1), 164(4) and Regulation 166A of the SEBI (ICDR) Regulations, 2018. Since there is no capitalization of profit, right issue, bonus issue, re-classification of Shares or any other corporate action in the Company during last more than one year, there is no adjustment in pricing, required to be made, in terms of Regulation 166 of the SEBI (ICDR) Regulations, 2018.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered Valuer : Not Applicable

#### I. Re-computation of Issue Price:

The Company shall re-compute the issue price of the Convertible Warrants/Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants/Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee(s).

#### J. Payment of Consideration:

For Convertible Warrants: In terms of the provisions of Regulation 169(2) of the SEBI (ICDR) Regulations, 2018; an amount equivalent to atleast 25% (twenty five percent) of the total consideration for the Convertible Warrants will be payable at the time of subscription to the Convertible Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

A Convertible Warrant balance exercise price equivalent to the 75% of the issue price shall be payable by the Proposed Allottee(s) at the time of exercising the Convertible Warrant.





In case the Warrant holder do not apply for the conversion of the outstanding Convertible Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the Convertible Warrants shall lapse automatically.

The consideration for the convertible warrants and Equity Shares are payable in cash and has to be paid by the allottee from its respective bank account and in case of joint holders, shall be received from the bank account of the person whose name appears in the application.

- K.** Dues toward SEBI, Stock Exchange(s) or Depositories: There is no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.
- L.** Change in control, if any, upon preferential issue: Consequent to the proposed preferential issue of Equity Shares and Convertible Warrants/ Resulting Equity Shares; there shall not be any change in control or change in management of the Company. The preferential issue shall not attract an obligation to make an open offer for Shares of the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulation, 2011.
- M.** The shareholding pattern of the issuer Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non-promoters are as follows:

S. NO.	CATEGORY	PRE ISSUE NO. OF SHARES	PRE- ISSUE %	POST ISSUE NO. SHARES	POST ISSUE %
<b>A. PROMOTER AND PROMOTER GROUP</b>					
a.	Individual	44,000	0.21	44,000	0.09
b.	Body Corporate	97,48,646	45.52	192,48,646	37.44
	<b>TOTAL NON- PUBLIC SHAREHOLDING (A)</b>	97,92,646	45.73	192,92,646	37.52
<b>B. NON PROMOTER GROUP</b>					
1	<b>INSTITUTIONS(FOREIGN)</b>				
	Foreign Portfolio Investors Category I	-	-	50,00,000	9.72
	<b>TOTAL (B) 1</b>			50,00,000	9.72
2	<b>NON-INSTITUTIONS</b>				
	Individuals	71,99,152	33.62	89,74,152	17.45
	Bodies Corporate	41,76,024	19.50	165,76,024	32.24
	HUF	2,45,056	1.14	15,70,056	3.05
	Non Resident Indians (NRIs)	1,500	0.01	1,500	0.00
	Other (Clearing Member,)	510	0.00	510	0.00
	<b>TOTAL PUBLIC SHAREHOLDING (B)</b>	116,22,242	54.27	321,22,242	62.48
	<b>TOTAL (A+B)</b>	214,14,888	100.00	51414888	100.00

Notes :

1. The Pre Preferential Shareholding pattern is as on May 19, 2023.
2. The above post-issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item No. 5 into Equity Shares.



**N. Time frame within which the preferential issue shall be completed:**

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Convertible Warrants and Equity Shares to proposed allottee(s) pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

Proposed allottee(s) of Convertible Warrants shall be entitled to convert the same into equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of Convertible Warrants.

Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee(s) of such warrants.

**O. Particulars of the proposed allottee(s) and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the proposed allottee(s), 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:**

Sl. No	Names	PAN	Natural Person who are the Ultimate Beneficial Owners	Pre-preferential holding & (%)		Present issue of Fully Convertible Warrants	Post- preferential holding & (%) (assuming full Conversion)	
				No. of Shares	%		Post holding	%
1.	PARMESHWAR MERCANTILE PRIVATE LIMITED	AAECP0587C	DINESH AGARWAL	7686016	35.89	45,00,000	121,86,016	23.70
2.	PARMESHWAR BARTER PRIVATE LIMITED	AAECP0586D	DINESH AGARWAL	2062630	9.63	50,00,000	70,62,630	13.74
3.	AMARDHAN MERCANTILE PRIVATE LIMITED	AAKCA6674K	SHAMBHU KUMAR AGARWAL	-	0.00	8,75,000	8,75,000	1.70
4.	LINKPLAN SHOPPERS PRIVATE LIMITED	AACCL2873M	SHAMBHU KUMAR AGARWAL	-	0.00	12,75,000	12,75,000	2.48
5.	VIRAT VINTRADE PRIVATE LIMITED	AAECB0871D	PRADIP DAS	-	0.00	11,50,000	11,50,000	2.24
6.	HIGHLIFE COMMOTRADE PRIVATE LIMITED	AACCH4408G	SANDHYA DEVI SUREKA	-	0.00	15,25,000	15,25,000	2.97
7.	JATADHARI COMMODEAL PRIVATE LIMITED	AACCJ3890N	SANDHYA DEVI SUREKA	-	0.00	15,00,000	15,00,000	2.92
8.	MANIMUDRA MARKETING PRIVATE LIMITED	AAGCM6265J	SANDHYA DEVI SUREKA	3,98,000	1.86	4,75,000	8,73,000	1.70
9.	JIWAN DEEP COMMERCIAL PVT LTD	AABCJ9570E	ABHISHEK CHOKHANI	-	0.00	5,00,000	5,00,000	0.97
10.	AVIGHNA BUILDCONS PRIVATE LIMITED	AAGCA1932J	ABHISHEK CHOKHANI	-	0.00	6,00,000	6,00,000	1.17
11.	BABA BHOOTHNATH NIRMAN PRIVATE LIMITED	AALCS8277P	BIJAY KUMAR PODDAR	-	0.00	35,00,000	35,00,000	6.81
12.	ABHISHEK CHOKHANI	AERPC8700J	ABHISHEK CHOKHANI	-	0.00	6,00,000	6,00,000	1.17
13.	ASHOK KUMAR CHOKHANI (HUF)	AAIHA1418G	ASHOK KUMAR CHOKHANI	-	0.00	6,75,000	6,75,000	1.31



14.	SHARDA CHOKHANI	ACRPC8195K	SHARDA CHOKHANI	-	0.00	6,50,000	6,50,000	1.26
15.	ABHISHEK CHOKHANI (HUF)	AAOHA7535C	ABHISHEK CHOKHANI	-	0.00	6,50,000	6,50,000	1.26
16.	MONA CHOKHANI	AIBPB2347L	MONA CHOKHANI	-	0.00	5,25,000	5,25,000	1.02
17.	JALEES COMMERCIAL LIMITED	AAACJ5684Q	BHARAT RATILAL SHAH	-	0.00	10,00,000	10,00,000	1.94
18.	AG DYNAMICS FUNDS LIMITED	AASCA8490R	PAUL BOSKMA	-	0.00	50,00,000	50,00,000	9.72

- (1) The details of the natural persons are given only for the purpose to know natural persons. However, the aforesaid proposed allottee(s) will be beneficially Shareholder of the Equity Shares that may be allotted.
- (2) The Pre-issue Shareholding is as on May 19, 2023.
- (3) There shall not be change in control consequent to the present preferential issue of Fully Convertible Warrants.

#### **P. Lock in Requirement**

The lock-in of the Convertible Warrants/ Resulting Equity Shares shall be as per the applicable provisions of the SEBI (ICDR) Regulations, 2018.

The Convertible Warrants shall also be under lock-in for a period of one year from the date of allotment or such other period as may be required as per the SEBI (ICDR) Regulations, 2018. The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Promoter or Promoter Group, shall be locked-in for a period of eighteen months from the date of trading approval by the stock exchanges.

Provided further that warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

The Equity Shares allotted pursuant to the exercise of option attached to the Convertible Warrants on preferential basis to the Non Promoter Group, shall be locked-in for a period of six months from the date of trading approval by the stock exchanges. Provided that warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

The entire pre-preferential allotment shareholding of the respective Proposed Allottee(s), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of Convertible Warrants or such extended period as may be required as per the SEBI (ICDR) Regulations.

#### **Q. Undertaking**

- Neither the Company nor its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- As per the information available with the Company and confirmed by the Directors/promoters/KMPs; none of the Directors or Promoters or KMPs who are proposed to be allotted warrants/Equity Shareholders in terms of this Notice, are fugitive economic offenders as defined under the ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Promoter (including promoter group) under Chapter V of the SEBI ICDR Regulations.
- In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Warrant/ Resulting Equity Shares, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Convertible Warrants allotted under preferential issue shall continue to be locked-in till the time such



amount is paid by the allottee(s).

- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchange, where the Equity Shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

#### **R. Practicing Company Secretary's Certificate:**

The certificate from Mrs. Pooja Bansal, the Practicing Peer Review Company Secretary (Membership No. 50458 and CP No. 18524) certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, shall be available for inspection on the website of the Company at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) upto Tuesday, June 27, 2023. (end date of postal ballot).

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Convertible Warrants to persons belonging to the Promoter, Promoter Group and Non Promoter Category, is being sought by way of a "Special Resolution" as set out in the said item no. 5 of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.5 of the accompanying Notice for approval by the Members of the Company.

Mr. Pankaj Kumar Jhunjunwala, Whole Time Director of the Company and their relatives are not interested in the Special Resolution as Promoters/promoter group, Directors and Shareholders of the Company. Apart from this, none of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution as set out at Item No. 5 of this Notice.

#### **Item No. 6 (Ordinary Resolution)**

The Current Authorized Capital of the Company is Rs. from the present ₹ 23,00,00,000/- (Twenty Three Crores) consisting of 2,30,00,000 (Two Crores Thirty Lakhs) Equity Shares of Face Value ₹ 10/- (Rupees Ten only) each to ₹ 51,50,00,000/- (Rupees Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each to facilitate fund raising in future via issuance of Equity Shares and other convertible securities. The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company and pursuant to Section 13, 61 and 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors of your Company, therefore, recommend the Resolution set out in Item No. 6 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

"The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the Shares held by them."

(v) The existing Clause V i.e Capital Clause of the MOA will be altered as :

"The Authorized Share Capital of the Company is ₹ 51,50,00,000/- (Rupees Fifty One Crores and Fifty Lakhs) consisting of 5,15,00,000 (Five Crores and Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each with such with such rights,



privileges & conditions attaching there to as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital to the Company and to divide the Shares in capital for the time being into several classes and to attach there to respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.

It is perceived to be in the best interest of the Company to align with the new set of changes executed in the MOA & AOA with the provisions of the Act. Accordingly, it is considered expedient to substitute the existing set of MOA & AOA with the existing change.

A copy of amended and restated MOA and AOA of the Company are available for inspection of the members at the Registered Office of the Company during the business hours on working day and are also available on the website of the Company at [www.anubhavinfrasturture.com](http://www.anubhavinfrasturture.com)

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business of the Notice.

#### **Item No. 7**

Mr. Ajay Kumar Khandelwal was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from December 28, 2022, in terms of Section 161(1) of the Companies Act, 2013 and whose appointment was subsequently ratified by the members by passing Ordinary Resolution through postal ballot notice. The Company has received a declaration from Mr. Ajay Kumar Khandelwal that he is meeting with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director in the Company.

The Board considered the re-appointment of Mr. Ajay Kumar Khandelwal as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his re-appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from December 28, 2022 to December 27, 2027.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below :

#### **Brief resume and expertise of Mr. Ajay Kumar Khandelwal:**

Mr. Ajay Kumar Khandelwal aged about 61 years is Graduate and is having a wide managerial and administrative experience.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel : Mr. Ajay Kumar Khandelwal is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board : December 28, 2022

Names of Listed entities (other than Anubhav Infrastructure Ltd.) in which Mr. Ajay Kumar Khandelwal holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : Nil

Details of shareholding of Mr. Ajay Kumar Khandelwal in Anubhav Infrastructure Ltd.: Nil

No. of Board Meetings attended during the year : 5



Committee details in Anubhav Infrastructure Ltd. : 4

Last drawn remuneration/ Details of remuneration sought to be paid : Mr. Ajay Kumar Khandelwal shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mr. Ajay Kumar Khandelwal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 7.

The Board of Directors therefore, recommends the resolution for appointment of Mr. Ajay Kumar Khandelwal as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

#### **Item No. 8**

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on December 30, 2022 had appointed Mr. Pawan Kumar Jhunjhunwala (DIN: 10049668) as an Additional Director (Whole Time Director) of the Company, for a period of period of 5 (five) years with effect from December 30, 2022, subject to approval of the Members of the Company.

Mr. Pawan Kumar Jhunjhunwala has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Pawan Kumar Jhunjhunwala is commensurate with the industry and size of the Company. Mr. Pawan Kumar Jhunjhunwala has no pecuniary relationship directly or indirectly with the Company.

**The terms and conditions are set out herein below:**

#### **1. TENURE OF APPOINTMENT:**

The appointment of Mr. Pawan Kumar Jhunjhunwala as Whole Time Director (change in designation from 'Director' to 'Whole-time Director') is for a period of 5 years with effect from 30.12.2022.

#### **2. DUTIES AND RESPONSIBILITIES:**

Mr. Pawan Kumar Jhunjhunwala, the 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

#### **3. REMUNERATION:**

(a) Basic Salary shall be Rs. 70,000/- per month (Net of Tax) w.e.f. 30.12.2022 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2023, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The Company shall also reimburse the expenses incurred upto a maximum limit of 10 % of basic salary towards gas, electricity, water, furnishings, house maintenance etc. and the same will be treated as perquisites. The aforesaid perquisites shall be over and above the basic salary. The aforesaid perquisites shall be Valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be Valued at actual cost.

(b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Pawan Kumar Jhunjhunwala, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.



#### 4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Pawan Kumar Jhunjhunwala shall not become interested or otherwise concerned, directly or through his spouse and/ or children, in any selling agency of the Company.
- (b) The terms and conditions of the appointment of Mr. Pawan Kumar Jhunjhunwala may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Pawan Kumar Jhunjhunwala, subject to such approvals as may be required.
- (c) The appointment may be terminated by either party by giving to the other party six months' notice of such termination or the Company paying six months' remuneration in lieu thereof.
- (d) The employment of Mr. Pawan Kumar Jhunjhunwala may be terminated by the Company without notice or payment in lieu of notice:
- (i). If Mr. Pawan Kumar Jhunjhunwala is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required to render services; or
- (ii). In the event of any serious, repeated or continuing breach (after prior warning) or nonobservance by Mr. Pawan Kumar Jhunjhunwala of any of the stipulations contained herein as no separate agreement shall be executed between the Company and Mr. Pawan Kumar Jhunjhunwala; or
- (iii) In the event the Board expresses its loss of confidence in Mr. Pawan Kumar Jhunjhunwala; or
- (e) In the event Mr. Pawan Kumar Jhunjhunwala is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- (f) Upon the termination by whatever means of the employment Mr. Pawan Kumar Jhunjhunwala he shall immediately tender his resignation from offices held by him in any subsidiaries and associated companies and other entities without claim for compensation for loss of office and shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries or associated companies.
- (g) Mr. Pawan Kumar Jhunjhunwala will be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Pawan Kumar Jhunjhunwala, as Whole Time Director of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Whole Time Director will be beneficial to and in the interest of the Company.

Additional details of Mr. Pawan Kumar Jhunjhunwala as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice. The Company has received certificate from the Company Secretary as required under PART III of Schedule V of the Act.

Save and except Mr. Pawan Kumar Jhunjhunwala and his relatives, including Mr. Pawan Kumar Jhunjhunwala, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Numbers. 8 of the Notice.

#### Item No. 9

Mrs. Mandeep Kaur Jaiswal, (DIN: 10077160) was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from April 29, 2023, in terms of Section 161(1) of the Companies Act, 2013 and whose appointment was



subsequently ratified by the members by passing Ordinary Resolution through postal ballot. The Company has also received a declaration from Mrs. Mandeep Kaur Jaiswal that she is meeting with the criteria of independence as provided in Regulation 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI Listing Regulations. Further, the Company has also received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director in the Company.

The Board considered the re-appointment of Mrs. Mandeep Kaur Jaiswal as Non-Executive Independent Director of the Company and is of opinion that it would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Non-Executive Independent Director of the Company, who will not be liable to retire by rotation, for a period of Five (5) consecutive years effecting from April 29, 2023 to April 28, 2028.

Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are provided below:

**Brief resume and expertise of Mrs. Mandeep Kaur Jaiswal:**

Mrs. Mandeep Kaur Jaiswal aged about 33 years is Commerce graduate and holds the professional degree as Company Secretary.

Disclosure of relationship between Directors inter-se, Manager and Key Managerial Personnel : Mrs. Mandeep Kaur Jaiswal is not related to any Director, Manager or KMP of the Company.

Date of first appointment on the Board : April 29, 2023

Names of Listed entities (other than Anubhav Infrastructure Ltd.) in which Mrs. Mandeep Kaur Jaiswal holds Directorship/ Chairmanship and the Chairmanship/Membership of Board Committees : 1

Details of shareholding of Mrs. Mandeep Kaur Jaiswal in Anubhav Infrastructure Ltd.: Nil

No. of Board Meetings attended during the year : 3

Committee details in Anubhav Infrastructure Ltd. : NIL

Last drawn remuneration/ Details of remuneration sought to be paid : Mrs. Mandeep Kaur Jaiswal shall be entitled to sitting fee as may be decided by the Board from time to time for attending meetings of the Board of Directors and Committee(s) thereof.

Except, Mrs. Mandeep Kaur Jaiswal, being an appointee, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 9.

The Board of Directors therefore, recommends the resolution for appointment of Mrs. Mandeep Kaur Jaiswal as an Independent Director of the Company for approval of the members by passing the Ordinary Resolution.

**Item No. 10**

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 20, 2023 had appointed Mr. Ankur Hada (DIN: 10163731) as an Additional Managing Director Cum Chairman of the Company, for a period of period of 5 (five) years with effect from May 20, 2023, subject to approval of the Members of the Company.

Mr. Ankur Hada has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Ankur Hada is commensurate with the industry and size of the Company. Mr. Ankur Hada has no pecuniary relationship directly or indirectly with the Company.





The terms and conditions are set out herein below :

#### 1. TENURE OF APPOINTMENT:

The appointment of Mr. Ankur Hada as Managing Director Cum Chairman (change in designation from 'Director' to 'Managing Director Cum Chairman') is for a period of 5 years with effect from 20.05.2023.

#### 2. DUTIES AND RESPONSIBILITIES:

Mr. Ankur Hada, the 'Managing Director Cum Chairman' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

#### 3. REMUNERATION :

(a) Basic Salary shall be Rs. 75,000/- per month (Net of Tax) w.e.f. 20.05.2023 and thereafter an increase of not exceeding 25 per cent every year with effect from 1st April, 2024, subject to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. Since the basic salary to be paid will be net of tax, hence, the tax component on actual basis shall be paid by the Company and accordingly it shall also be considered as perquisite subject to the maximum limit of 30% of the basic salary. The Company shall also reimburse the expenses incurred upto a maximum limit of 10 % of basic salary towards gas, electricity, water, furnishings, house maintenance etc. and the same will be treated as perquisites. The aforesaid perquisites shall be over and above the basic salary. The aforesaid perquisites shall be Valued as per the provisions of the Income-tax Act and the Rules thereunder, wherever applicable and in absence of any such provision, perquisites shall be Valued at actual cost.

(b) Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Ankur Hada, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

#### 4. OTHER TERMS OF APPOINTMENT:

1. The term of Managing Director should be considered as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
2. You agree to carry out your duties in accordance with applicable legal standards and with standards of good corporate governance.
3. Your employment is as Managing Director cum Chairman of the Company. The Board of Directors may further extend the tenure of appointment through re-appointment.
4. Take up directing, planning, controlling and overseeing the business operations of the Company's departments.
5. Ensure smooth functioning and supervise department managers and heads.
6. Update and inform the Board about business strategies, budget targets and industry developments.
7. Your role and duties will be those normally required of a Managing Director under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. Further, there are certain duties prescribed for all Directors both Executive and Non-executive, which are as under :-
  - a. You shall act in accordance with Company's Memorandum and Articles of Association.



- b. You shall act in good faith in order to promote objectives of the Company for the benefit of its shareholders and in the interest of the Company.
- c. You shall discharge your duties with due and reasonable care, skill and diligence.
- d. You shall not involve yourself in a situation in which you may have direct or indirect interest that conflicts or possibly may conflict with the interest of the Company.
- e. You shall not achieve or attempt to achieve under undue gain or advance either to yourself or to your relatives, partners or associates.
- f. You shall not assign the office of Director and any assignments so made shall be void.
- g. You shall also comply with the provision regarding maximum number of Directorship as contained in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- h. You will be paid remuneration by way of sitting fees for attending meeting(s) of the Board and its Committee(s) as may be decided by the Board of Directors from time to time.
- i. Further, you may also be paid remuneration by way of commission on profit(s) as may be approved by the Board and shareholders from time to time.
- j. All information acquired during your appointment is confidential to the Company and should not be released, either during your appointment or following cessation to third party without prior clearance from Competent Authority unless required by the law or by the rules of any Stock Exchange or other Regulatory Authority.
- k. The Company must be informed by the Director of any relation with any other Director or may have material interest in any transaction or arrangement that the Company has entered into. Such interest should be disclosed not later than when transaction or arrangement comes up at the Board meeting so that the minutes may record your interest appropriately and records to be updated accordingly. Further, the details regarding any relation with the Directors of the Company may be informed as on the date of appointment and from time to time as and when there is change.
- l. The general notice that you are entering in any contract with particular person or firm or Company is acceptable.
- m. Notwithstanding the other provisions of this letter, the Appointment may be terminated at any time by and at the discretion of either party by giving written notice.

It will be our privilege to have your expertise, knowledge and guidance in policy making and advising the Board on business matters of the Company, as we have foreseen your potential skills and knowledge, as a valuable contribution to the Company and it will encourage us further in our journey towards becoming world leaders. We are most confident that Company's relationship with you will be long lasting and fruitful.

All the documents referred to in the said Resolution are open for inspection at the Company's Registered Office "Chatterjee International Centre", 33A, Chowringhee Road, 6th Floor, Room No. 6A, (now known as Jawaharlal Nehru Road), Kolkata-700 071 (Changed w.e.f. 01.06.2023) on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till June 27, 2023 and will also be available for inspection at the Meeting.

**For & On behalf of the Board**  
**Anubhav Infrastructure Limited**

Place : Kolkata

Date : May 26, 2023

Nikita Rateria  
(Company Secretary/Compliance Officer)

M No. 36115



**ANNEXURE - A TO NOTICE**

Details of Director retiring by rotation, as required to be provided pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name of the Director	Mr. Ajay Kumar Khandelwal	Mr. Pawan Kumar Jhunjunwala
DIN	02186565	10049668
Designation	Non-Executive Independent Director	Executive Whole Time Director
Age	61	51
Qualification	Bachelor's Degree	Bachelor's Degree
Experience (including expertise in specific functional area)/ Brief resume	Mr. Ajay Kumar Khandelwal aged about 61 years is a Commerce graduate from Calcutta University. He has over 18 years of experience in Infrastructure and Real Estate projects. He provides strategic directive for projects of our Company and has worked with estimator, building technician, surveyor or site supervisor for several years and have proven management experience in budgeting, organization, implementation and scheduling of the projects. He has good time management, problem-solving skills, and is excellent in Negotiating contracts with vendors. He deals with great professionalism for collaboration and follows strong work ethic culture.	Mr. Pawan Kumar Jhunjunwala aged about 51 years is Graduate and is having Business management, managerial and administrative experience. He has a good sense of knowledge & understanding in the development of Business and operational strategy of the Company. He oversee the Company's financial performance, investments and other business ventures. His expertise include mobilizing funds from domestic financial institutions & banks, handling revenue matters such as excise, customs, income tax, GST and other related legal matters. He is actively involved in the day-to-day operations of the Company, which include looking after clients and handling projects related to infrastructure / construction etc.
Date of appointment on the Board	28.12.2022	30.12.2022
Relationships with other Directors and KMPs	NIL	NIL
Listed entities in which the person also holds the Directorship	NIL	NIL



<b>Name of the Director</b>	<b>Mrs. Mandeep Kaur Jaiswal</b>	
<b>DIN</b>	10077160	10077160
<b>Designation</b>	Non-Executive Independent Director	Managing Director cum Chairman
<b>Age</b>	33 years	36 years
<b>Qualification</b>	Graduate & professional as a Company Secretary	Bachelor's Degree
<b>Experience (including expertise in specific functional area)/ Brief resume</b>	Mrs. Mandeep Kaur Jaiswal aged about 33 years is a Commerce graduate and holds the professional degree as Company Secretary. She is a person of integrity and possess relevant expertise and experience. She has good time management, deals with great professionalism and strategic planning with a vision of the future.	Mr. Ankur Hada aged 36 years holds bachelor's degree in Business Administration. He has experience in handling administration duties of the Organization which would be helpful for the organic and inorganic growth of the business. He possesses multi-faceted experience in strategy formulation and implementation, setting up of Projects, planning and Execution etc.
<b>Date of appointment on the Board</b>	29.04.2023	20.05.2023
<b>Relationships with other Directors and KMPs</b>	NIL	NIL
<b>Listed entities in which the person also holds the Directorship</b>	Multicon Realty Limited	NIL



# S. K. DHAR & CO.

CHARTERED ACCOUNTANTS

(SINCE: 1970)

Regd. Office : 4-P, NAKTALA ROAD, KOLKATA-700 047

Email : sandipkrdhar@yahoo.co.in

The Board of Directors  
Ref. No. ....

Date.....

**Anubhav Infrastructure Limited**

1/A Fakir Dey Lane, 1st Floor

Bowbazar, Kolkata – 700 012

We the Practicing Chartered Accountant, has examined the relevant records of the Company and information provided by the Management of the Company in relation to issue of Certificate in Compliance with the conditions at Sub-Regulation (1) of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015") for change of Company's name from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited".

Based on our examination and according to the information and explanation given to us and pursuant to the requirement of the provisions of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that :

- A time period of at least 1 year has elapsed from the last name change.  
**The Company has not changed its name since at least on year.**
- More than 50% of the total revenue in the preceding 1 year period has been accounted for by the new activity suggested by the new name.

Particulars	Amount
<b>From 01.04.2022 to 31.03.2023</b> <i>During the Financial Year 2022 - 2023 the Company has generated revenue from the new business activity i.e. from agro related turnover which constitute about 96.25% of total revenue of the Company and amounting to Rupees :</i>	21,35,07,500/-

- The amount invested / capital employed in the new activity / line of business is more than 50% of the assets of the Company.

This Certificate is issued at the request of the Company pursuant to requirement under Regulation 45(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to Stock Exchange, where the equity shares of the Company are listed.

Date : 20-05-2023

Place: Kolkata

For & S. K. Dhar & Co.  
Chartered Accountants  
FRN No. 307041E  
  
Sandip Kumar Dhar  
Proprietor  
Membership No. 065056  
UDIN : 23065056BGVFHB8720