

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF ADHBHUT INFRASTRUCTURE LIMITED WILL BE HELD ON MONDAY, AUGUST 29, 2022 AT 12:00 NOON (IST) THROUGH VIDEO CONFERENCING(“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022 and the Report of the Directors and Auditors’ thereon.
2. To appoint a Director in place of Mr. Anubhav Dham (DIN:02656812), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Regularize the appointment of Mr. Vipul Gupta (DIN: 09064133) as an Independent Director of the Company

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

“RESOLVED THAT Mr. Vipul Gupta (DIN 09064133), who was appointed as an Additional Director of the Company pursuant to Section 161(1) of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company, with effect from 13th May, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable regulations of the SEBI Listing Regulations, as amended, the appointment of Mr. Vipul Gupta, who has submitted a declaration that he meets the criteria for independence as

provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years with effect from 13th May, 2022, upto 12th May, 2027, be and is hereby approved.

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

4. To consider and approve the extension of redemption period of fully paid 1% Redeemable Non-Convertible Non-Cumulative Preference Share

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

“RESOLVED THAT pursuant to the provision of Section 48, 55 and other applicable provision, if any, of the Companies Act, 2013 read with rules frame thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the shareholder of the Company be and is hereby accorded to vary the following terms & conditions of the preference share:

1. The period of redemption of 15,00,000 (Fifteen Lacs) fully paid 1% Redeemable Non-Convertible Non-Cumulative Preference Share of Rs. 10 (Rupees Ten Only) each shall be extended for a further period of 3 years.
2. All other terms & conditions associated with the aforesaid preference shares shall remain same.

RESOLVED FURTHER THAT any director(s) or the Company Secretary of the Company be and is hereby authorized, severally or jointly, to take all actions as may be necessary, proper, expedient and to do all such acts, deeds, matters and other things in connections therewith and incidental thereto.”

5. Appointment of Statutory Auditor to fill casual vacancy:

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SSRA & Co, Chartered Accountants, (Firm Registration No: 014266N).

“RESOLVED FURTHER THAT M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 1st August, 2022, until the conclusion of this Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors.”

6. Appointment of Statutory Auditor:

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

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors.”

**By order of the Board,
For Adhbhut Infrastructure Limited**

**Anubhav Dham
Whole Time Director
DIN: 02656812**

**Date: 01.08.2022
Place: New Delhi**

NOTES:

1. In view of the COVID-19 pandemic across the country, social distancing is a norm to be followed and pursuant to General Circular dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) read with its earlier circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 14, 2021 (collectively referred to as “MCA Circulars”), permitted the companies to hold their Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) for the calendar year 2022 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at DSC-260, South Court, DLF Saket, New Delhi-110017, which shall be deemed venue of the AGM.
2. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard -2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, in respect of person seeking appointment as Independent Director & Director retiring by rotation seeking re-appointment at this AGM are also annexed herewith as Annexure A & B respectively.
3. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.
4. Pursuant to the provisions of section 105 of the Act and Regulation 44(4) of the Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. For enabling the Members to participate at the 37th AGM, the Company has entered into an agreement with Central Depository Service Limited (“CDSL”) to provide VC/ OAVM facility and e-voting facility for the Annual General Meeting.
6. In Compliance of Section 47(2) of the Companies Act, 2013, due to non-payment of dividend to the preference share holder from the last 2 years or more, Preference Shareholder of the Company holding 15,00,000 1% Redeemable Non-Convertible Non-Cumulative Redeemable Preference Share of 10/- each have also right to vote on all matters placed in this notice in equivalent to the right available to the equity share holder.

For the purpose of e-voting preference shareholder are requested to kindly check the instruction of e-voting attached with this notice and for any query

you may mail to CDSL held desk or to the Company at helpdesk.evoting@cdslindia.com and adhbhut.ind@rediffmail.com respectively.

7. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting during the e-voting period and / or during the AGM. Corporate/ Institutional members 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 / attend AGM, to the Scrutinizer by e-mail at sachinkhuranacs@gmail.com with a copy marked to Central Depository Service Limited (“CDSL”) (agency for providing the Remote e-Voting facility) at helpdesk.evoting@cdslindia.com and to the Company at adhbhut.ind@rediffmail.com.
8. **Dispatch of Annual Report through Electronic Mode:** In compliance with the MCA Circulars and the Securities and Exchange Board of India (“SEBI”) circular dated May 13, 2022 read with circular dated May 12, 2020 and January 15, 2021 (hereinafter referred to as “SEBI Circular”), Notice of the 37th AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2021-22 to those members who request for the same at adhbhut.ind@rediffmail.com mentioning their Folio No./ DP ID and Client ID. Members may note that this Notice along with the Annual Report for the financial year 2021- 22 will also be available on the website of the Company at www.adhbhutinfra.in websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also on the website of CDSL at www.evotingindia.com.
9. **KYC updation for physical members:**

SEBI vide its circular number SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 mandated for updation of PAN, Contact Details (postal address with PIN, email and mobile number), bank account details, specimen signature and nomination by all the members holding shares in physical mode. Folios, where any of the above details shall not be available on or after April 01, 2023, shall be frozen by the RTA and such members, thereafter, shall not be eligible to lodge grievance or avail service from the RTA and receive dividend in physical mode, unless the aforesaid details are furnished. If such folios continue to remain frozen as on December 31, 2025, such frozen folios, thereafter, are required to be reported to administrative authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, SH13 and SH14, as applicable, on its website viz. www.adhbhutinfra.in.

Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company for updating the details.

10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited viz. <https://nssl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

11. Procedure for Inspection of Documents:

The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to adhbhut.ind@rediffmail.com.

12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, August 19, 2022, by sending e-mail to adhbhut.ind@rediffmail.com. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as on the cut-off date, i.e., Friday, August 19, 2022.

13. The Company has appointed M/s Beetal Financial & Computer Service Private Limited, Register and Transfer Agent ('RTA') of the Company, to provide VC/OAVM facility for the ensuring AGM of the Company.

14. Member may note that the 37th AGM and Annual Report for the Financial Year 2021-22 will also be available on the website of the Company at www.adhbhutinfra.in and on the website of Stock Exchange i.e. BSE Limited at www.bseindia.com respectively.

15. Member may join 37th AGM through VC/OAVM facility which shall be kept open for the members 15 minutes before the time scheduled to start 37th AGM and the Company may close the window for joining the VC/OAVM facility 15 minutes after the schedule time to start the 37th AGM.

16. VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:

- I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations read with circular of SEBI no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on

resolutions proposed to be passed at the AGM by electronic means (“e-Voting”).

- II. Remote e-Voting: Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below (“remote e-Voting”). The facility of casting the votes by remote e-Voting will be provided by CDSL
- III. The remote e-Voting period commences on Friday, August 26, 2022, at 9.00 a.m. IST and ends on Sunday, August 28, 2022 at 5.00 p.m. IST. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of Friday, August 19, 2022 (“Cut-off Date”) may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter
- IV. Voting at the AGM: Members who have not voted through remote e-Voting may avail the e-Voting facility provided in the AGM by CDSL. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.
- V. A Member can opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member casts votes by both the modes, then voting done through remote e-Voting shall prevail.
- VI. The Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Friday, August 19, 2022.
- VII. 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 shall be entitled to vote at the 37th AGM.
- VIII. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- IX. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach CDSL at helpdesk.evoting@cdslindia.com, for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions. However, if he/she is already registered with CDSL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote. Individual members holding securities in dematerialized mode may follow steps mentioned below under “Login method for remote e-voting and joining virtual meeting for individual members holding securities in dematerialized mode.”

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period commences on Friday, August 26, 2022, at 9.00 a.m. IST and ends on Sunday, August 28, 2022 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, August 19, 2022 cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online

	<p>for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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](#).

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

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

(v) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to

- mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; adhbhut.ind@rediffmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- toll free no. 1800 22 55 33.

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

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCATION FOR SHAREHOLDERS/MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING:

1. Shareholders who would like to speak during the meeting must register their request atleast 3 days in advance with the Company on the adhbhut.ind@rediffmail.com.
2. Shareholder will get confirmation on first cum first basis.
3. Shareholders will receive “Speaking serial number” once they have attendance for the meeting.
4. Other Shareholders may ask questions the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversations with the panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

ITEM NO. 03

REGULARIZE THE APPOINTMENT OF MR. VIPUL GUPTA (DIN: 09064133) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors in the Board Meeting hold on 13th May, 2022, on the recommendation of the Nomination & Remuneration Committee, has appointed Mr. Vipul Gupta (DIN:09064133) as an Additional Director under the category of Non-Executive Independent Director for a term of 5 (five) consecutive years from 13th May 2022 to 12th May 2027, not liable to retire by rotation, subject to the approval of shareholders. Further in the Board Meeting held on 20th July 2022, the Board decided to seek approval of the same from the shareholders in this Annual General Meeting.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Vipul Gupta can hold office up to the date of this Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has also received from Mr. Vipul Gupta (i) consent to act as Director, if appointed, in writing in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, (ii) disclosure in Form DIR-8 pursuant to Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, (iii) declaration to the effect that he meets the criteria of independence as prescribed under Section 149 of the Act, Rules thereunder and under the Listing Regulations.

The Company has received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Vipul Gupta for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Vipul Gupta fulfills the conditions specified in the Act, Rules, and Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company. Accordingly, the Board considers that the appointment of Mr. Vipul Gupta would be of immense benefit to the Company.

Copy of the letter of appointment of Mr. Vipul Gupta setting out the terms and conditions of appointment shall be available for inspection by the Members electronically.

Mr. Vipul Gupta shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings.

Pursuant to Regulation 25(2A) of Listing Regulations the appointment of Mr. Vipul Gupta is subject to the approval of shareholders by way of Special Resolution. The Board of Directors recommends the Special Resolution as set out at item no. 3 for approval of shareholders of the Company.

Except Mr. Vipul Gupta, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out.

A brief profile of Mr. Vipul Gupta is given below:

Mr. Vipul Gupta has a rich and vast experience of more than 12 years in finance. He is MBA finance from the Shobhit University, Meerut. He started his career 12 year ago and quickly climbed and stairs of success.

Additional information in respect of Mr. Vipul Gupta, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is annexed to this Notice.

ITEM NO. 04

TO CONSIDER AND APPROVE THE EXTENSION OF REDEMPTION PERIOD OF FULLY PAID 1% REDEEMABLE NON-CONVERTIBLE NON-CUMULATIVE PREFERENCE SHARE

The Company in its Extraordinary General Meeting held on 26.05.2012 has issued 15,00,000 (Fifteen Lakhs) fully paid 1% Redeemable Non-Convertible Non-Cumulative Preference Share of face value of Rs. 10/- each at the premium of Rs. 90/- per share with the redemption period not later than 15 (Fifteen) Years.

In spite of the best efforts of the Company and in view of the carried over losses, the Company has not paid any dividend on the said preference share except in the financial year 2013-14, has invariably led the Board of Directors to approach the Preference Shareholders for extension of the period of redemption of said Preference Shares.

The Board believes that there is no alternative to the above proposal except to extend the redemption period of said preference share and it would serve the long terms interest of the Company and Shareholder of the Company.

In pursuance of the description furnished above, subject to the consent of shareholder Board of Directors in the Board Meeting hold on 20.07.2022 has approved such alteration.

It is to be taken into consideration that the provision of Section 48 of the Companies Act, 2013 provide that the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourth (3/4th) of the issued share of that class or by means of a Special Resolution passed at a separated meeting of the holders of the issued shares of that class and if such variation by one class of shareholders shall also be obtained. Therefore, the proposed variations in the terms and conditions associates with the preference share set out in the resolution is subject to the approval of the equity shareholders of the Company.

Therefore, the Board of Directors of your Company recommended the passing of Special Resolution as set out in this notice.

None of the Director or Key Managerial Personnel of the Company or their relative is/are, in any way concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding in the Company, if any.

ITEM NO. 05

APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

The Members of the Company at its 35th AGM held on Monday, 25th October, 2021 had appointed M/s. SSRA & Co., Chartered Accountants, (Firm Registration No: 014266N) as the Statutory Auditors of the Company to hold office from the conclusion of 35th AGM till the conclusion of 40th Annual General Meeting of the Company. M/s. SSRA & Co, Chartered Accountants, (Firm Registration No: 014266N) vide their letter both dated 19th July, 2022 have resigned from the position of Statutory Auditors of the Company with effect from 30th July, 2022, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged under section 139(8) of the Companies Act, 2013. The Board of Directors at its meeting held on 1st August, 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), to hold office as the Statutory Auditors of the Company till the conclusion this AGM (37th) and to fill the casual vacancy caused by the resignation of M/s. SSRA & Co, Chartered Accountants, (Firm Registration No: 014266N) subject to the approval by the members at the 37th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors.

The Company has received consent letter and eligibility certificate from M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C) to act as Statutory Auditors of the Company in place of M/s. SSRA & Co, Chartered Accountants, (Firm Registration No: 014266N), along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 5 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 06

APPOINTMENT OF STATUTORY AUDITOR

The Board of Directors at its meeting held on 1st August, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 37th AGM, till the conclusion of the 42nd AGM of the Company to be held in the year 2027, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors. The Company has received consent letter and eligibility certificate from M/s Chatterjee & Chatterjee, Chartered Accountants, (Firms Registration No. 001109C), to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members

**By order of the Board,
For Adhbhut Infrastructure Limited**

**Anubhav Dham
Whole Time Director
DIN: 02656812**

**Date: 01.08.2022
Place: New Delhi**

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to the provision of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]

Name of the Directors	Mr. Vipul Gupta
Date of Birth/Age	18-06-1976/46 Years
DIN	09064133
Nationality	Indian
Date of the first appointment on the Board	13-05-2022
Terms and Conditions of Appointment	Appointed as an Independent Director for a period of 5 (five) consecutive years, not liable to retire by rotation, with effect from 13 th May 2022 to 12 th May 2027.
Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid	As per the attached Explanatory Statement
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None
Qualification(s)	MBA finance
Nature of Expertise	He is having more than 12 years of experience in the finance & administration. He is expertise in Financial analysis, liquidity management, financial strategies, annual budgeting, MIS and liasoning with Financial Institutions/Banks etc.
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Mr. Vipul Gupta is a professional having top management level exposures and has sufficient breadth of skills in areas of Finance, Administration, strategy formulation, and Management. The Company believes that his skills, knowledge, and experience on the Board will complement the effective functioning of the Company.
Listed entities in which the person also holds the Directorship as on 20.07.2022	1. Rollatainers Limited 2. Newtime Infrastructure Limited

List of Directorship in other companies as on 20.07.2022	<ol style="list-style-type: none"> 1. Yudayo Private Limited 2. Casa Na Agua Private Limited 3. Vgpv Developers Private Limited 4. Fortune Skill Management Private Limited 5. Neville Developers Private Limited 6. Atara Developers Private Limited 7. Pious Opulence Private Limited
Committee position held in Adhbhut Infrastructure Limited as on 31.03.2022	Nil
List of Membership/Chairmanship of Committees of other companies as on 20th July 2022 (Includes only Audit & Stakeholders' Relationship Committee)	<ol style="list-style-type: none"> 1. Newtime Infrastructure Limited- Chairman in Audit Committee 2. Newtime Infrastructure Limited- Member in Stakeholder Relationship Committee 3. Rollatainers Limited- Member in Audit Committee 4. Rollatainers Limited- Member in Stakeholder Relationship Limited
Shareholding in Adhbhut Infrastructure Limited (Including Beneficial Ownership)	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the Financial year	Nil

DETAILS OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

[Pursuant to the Regulations 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India]

Name of the Directors	Mr. Anubhav Dham
Date of Birth/Age	17/10/1986/35 Years
DIN	02656812
Nationality	Indian
Date of the first appointment on the Board	29-03-2014
Terms and Conditions of Appointment	As per the Original Appointment letter.
Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid	As decided by the Board of Directors.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Nil
Qualification(s)	Beachelor of Engineering & MBA
Brief Profile	Mr. Anubhav Dham has over 15 years of rich experience in Real Estate Sector in the area of strategic & tactical planning, profit center operations, marketing strategy and project management.
Listed entities in which the person also holds the Directorship as on 13.05.2022	1. Intellivate Capital Venture Limited
List of Directorship in other companies as on 13.05.2022	1. Orissa Steelmetaliks Private Limited 2. Amzen Realtors and Developers Private Limited 3. So Indulgent India Private Limited 4. NIR Advisers Private Limited 5. Marissa Villa and Resort Private Limited 6. Amfine Capital Management Private Limited 7. Martina Developers & Fincon Private Limited 8. Futurevision Consultants Private Limited 9. Faith Advisory Service Private Limited

Committee position held in Adhbhut Infrastructure Limited as on 31.03.2022	Nil
List of Membership/Chairmanship of Committees of other companies as on 20th July 2022 (Includes only Audit & Stakeholders' Relationship Committee)	<ol style="list-style-type: none"> 1. Intellivate Capital Venture Limited- Member in Audit Committee 2. Intellivate Capital Venture Limited - Member in Stakeholder Relationship Committee 3. Intellivate Capital Venture Limited - Member in Nomination and Remuneration Committee
Shareholding in Adhbhut Infrastructure Limited	23,49,930 Shares
Listed entities from which the Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the Financial year	8/8 Meeting