### ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: D-15, Pamposh Enclave, Greater Kailash-I, New Delhi-110048 Tel.: +91-11-45210051, E-mail : adhbhut.ind@rediffmail.com CIN : L51503DL1985PLC020195

### **NOTICE OF POSTAL BALLOT**

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

### Dear Member(s),

**Notice** is hereby given pursuant to Section 108 & 110 of the Companies Act, 2013 ("the Act"), Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 20/2021 dated 8th December, 2021, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) that the resolution as set out hereunder is proposed to be passed by the members of Adhbhut Infrastructure Limited ("the Company"), as Ordinary Resolution by means of Postal Ballot, only by way of remote e-voting process ("e-voting").

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice are annexed hereto for your consideration.

The Board of Directors has appointed Mr. Sachin Khurana, Company Secretary in Practice, (Membership No.: F10098; Certificate of Practice No.: 13212) as Scrutinizer for scrutinizing the Postal Ballot, through the e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of Central Depository Service Limited ("CDSL") as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 05:00 p.m. IST on Wednesday, 01<sup>st</sup> June, 2022, (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Friday, 03<sup>rd</sup> June, 2022, and will be displayed on the Company's website and will also be communicated to the Stock Exchanges where the shares of the Company are

listed i.e. BSE Limited and CDSL, the agency for providing e-voting facility. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.

#### **SPECIAL BUSINESS**

#### **ITEM NO. 01**

### REGULARIZED THE APPOINTMENT OF MR. DHEERAJ GOEL (DIN: 09503113) AS A DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

To consider and pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dheeraj Goel (DIN: 09503113), who was appointed as an Additional Director (Non-Executive) in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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."

By Order of the Board of Directors

### For Adhbhut Infrastructure Limited

Sd/-ANUBHAV DHAM Whole Time Director DIN: 02656812

New Delhi, 27<sup>th</sup> April, 2022

**Registered Office:** 

D-15 Pamposh Enclave, Greater Kailash-1 New Delhi-110048

CIN: L51503DL1985PLC020195

Website: www.adhbhutinfra.in

E-mail: adhbhut.ind@rediffmail.com

Tel No. 91-11-45210051

### Notes:

- 1. A statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto.
- 2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 29<sup>th</sup> April, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3. This Postal Ballot Notice will also be available on the Company's website at www.adhbhutinfra.in, & websites of the Stock Exchanges, i.e., BSE Limited at <u>www.bseindia.com.</u>
- 4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their D-mat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, e-mail address and self-attested copy of PAN card to the Registrar and Transfer Agents (RTA) of the Company, Beetal Financial And Computer Services Private Ltd, Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, Behind LSC Near Dada Harsukhdas Mandir, New Delhi-110062 Tel: 11-29961281-83, Fax: 011-29961284, e-mail: beetal@beetalfinancial.com, if the shares are held in physical form.
- 5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of evoting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
- 6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 7. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made there under, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 9th December, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of CDSL as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
- 8. The e-voting period commences at 09:00 a.m. (IST) on Tuesday, 03<sup>rd</sup> May, 2022 and ends at 05:00 p.m. (IST) on Wednesday, 01<sup>st</sup> June, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
- 9. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 01<sup>st</sup> June, 2022.
- 10.All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to <u>adhbhut.ind@rediffmail.com</u>

11.Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.

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

- (i) The voting period begins at 09:00 a.m. (IST) on Tuesday, 03<sup>rd</sup> May, 2022 and ends at 05:00 p.m. (IST) on Wednesday, 01<sup>st</sup> June, 2022 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, 29<sup>th</sup> April, 2022 may 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 shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing evoting 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 above aid 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 <b>CDSL</b>	<ol> <li>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 <u>https://web.cdslindia.com/myeasi/home/login</u> or visit <u>www.cdslindia.com</u> and click on Login icon and select New System Myeasi.</li> </ol>
	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 <u>https://web.cdslindia.com/myeasi/Registration/EasiRegistra</u> <u>tion</u>
	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 <u>www.cdslindia.com</u> 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 <b>NSDL</b>	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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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

	<ul> <li>register is available at <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS "Portal or click at <u>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</u></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u>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),</li> </ul>
	Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository</b> <b>Participants</b>	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.

**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 Sharehol	ders holding s	securities in	demat mode for
any technical issues related to log	gin through De	epository i.e.	CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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 <u>www.evotingindia.com</u> 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department	
	(Applicable for both demat shareholders as well as physical shareholders)	
	• 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)	
Bank	as recorded in your demat account or in the company records in order to	
Details	login.	
<b>OR</b> Date	• If both the details are not recorded with the depository or company,	
of Birth	please enter the member id / folio number in the Dividend Bank	
(DOB)	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 <u>www.evotingindia.com</u> 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 <u>helpdesk.evoting@cdslindia.com</u>.
- 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 <u>helpdesk.evoting@cdslindia.com</u> 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 <u>helpdesk.evoting@cdslindia.com</u> or call on toll free no. 1800 22 55 33.

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

#### **ITEM NO.: 01**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, had approved the appointment of Mr. Dheeraj Goal (DIN: 09505075), as an Additional Director with effect from 11<sup>th</sup> February, 2022.

Further, in terms of Regulation 17 of the Listing Regulations, effective 1st January, 2022, a listed entity shall ensure that approval of shareholders for appointment of a person on the Board of the Company is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received consent from Mr. Dheeraj Goel to act as a Non-Executive Director along with a declaration to the effect that he is not disqualified from being appointed as a Non-Executive Director in terms of Section 164(2) of the Act read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Dheeraj Goel for the office of a Director of the Company.

In the opinion of the Board, Mr. Dheeraj Goel fulfils the conditions for appointment as a Non-Executive Director as specified in the Act and the Listing Regulations.

Details of Mr. Dheeraj Goel are provided in the 'Annexure' to the Notice, pursuant to the provisions of Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India.

The Board commends the Ordinary Resolution set out in the Notice for approval by the members.

By Order of the Board of Directors

### For Adhbhut Infrastructure Limited

Sd/-ANUBHAV DHAM Whole Time Director DIN: 02656812

New Delhi, 27th April, 2022

Registered Office:

D-15 Pamposh Enclave, Greater Kailash-1 New Delhi-110048

CIN: L51503DL1985PLC020195

Website: www.adhbhutinfra.in

E-mail: adhbhut.ind@rediffmail.com

Tel No. 91-11-45210051

### ANNEXURE TO THE NOTICE DATED 27<sup>th</sup> APRIL, 2022

### Details of Mr. Dheeraj Goel (DIN: 09503113)

Date of Birth/Age	04 <sup>th</sup> June, 1980/41 Years
Experience, Nature of expertise in specific functional areas/ Brief Resume	Mr. Dheeraj Goel, has a rich and vast experience of
	He has handled some of the biggest and renowned brands in real estate, diverse Corporate groups, tourism & Entertainment sector.
	He started his career 23 years ago and quickly climbed and stairs of success. Some of Companies he worked with are namely- Andromeda Marketing Private Limited, Aditya Associates, Arora & Associates, Tapasya Projects Limited, Cityinfo Property Service Limited & Collage Group Infrastructure Limited.
Date of first appointment on the Board	11 <sup>th</sup> February, 2022
Qualifications	B.Com
Shareholding in the Company including shareholding as a beneficial owner	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors, Manager and other Key Managerial Personnel of the Company
Name of Company in which outside Directorship is held	NEWTIME INFRASTRUCTURE LIMITED
Chairman/Member of the Committee of the Board of the other Listed Companies on which he is a Director	Member in the Nomination & Remuneration Committee of Newtime Infrastructure Limited