



## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF ADVAIT INFRATECH LIMITED WILL BE HELD ON FRIDAY, 8<sup>th</sup> DECEMBER, 2023 AT 11:00 A.M. IST, AT A/801-A/803, SANKALP ICONIC TOWER, NR. ISKON CROSS ROADS BOPAL-AMBLI ROAD, SG HIGHWAY, AHMEDABAD, GUJARAT 380054 TO TRANSACT THE FOLLOWING BUSINESS:-

### SPECIAL BUSINESS

#### 1. Authorization to Board of Directors to borrow money under Section 180(1)(C) of the Companies Act, 2013

To consider and if thought fit, to pass, the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** in supersession of the Special Resolution passed by the members of the company at the General Meeting held on 28<sup>th</sup> June, 2022 and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts, if any, and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any, while granting such approvals, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (herein after called the “Board” which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution and with the power to delegate such authority to any person or persons) for borrowing from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or other body corporate/entity/entities for the purpose of business, from time to time, any sum or sums of money on such terms and conditions with or without security as the Board of Directors may think fit, which together with the monies already borrowed by the company (apart from the temporary loans obtained from the bankers of the company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate at any time **Rs. 250 crore (Rupees Two Hundred Fifty Crore only)** in Indian rupees or the equivalent thereof in any foreign currency (ies) irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid-up capital of the company, securities premium and its free reserves, that is to say reserves not set apart for any specific purpose.



**RESOLVED FURTHER THAT** the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute the requisite agreement, documents, deeds and writings and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.”

## **2. Authorization to Board of Directors for creation of security on increased Borrowing power under Section 180(1)(a) of the Companies Act,2013**

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

“**RESOLVED THAT** in supersession of the earlier Special Resolution passed by the members of the company at the General Meeting held on 28<sup>th</sup> June, 2022 and pursuant to section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) and re-enactment(s) thereof, for the time being in force) and all other applicable rules, laws and acts, if any, subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities, if any , while granting such approvals, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company (hereinafter called “Board” which term shall be deemed to include any committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to pledge ,mortgage, hypothecate and/or create charge on all or any one or more of the movable/immovable properties or such other assets of the company, whosoever situated , both present and future, , and the whole or part of the undertaking of the company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties and the whole of the undertaking of the company to or in favour of banks, financial institutions, investors and other lenders to secure the amount borrowed by the company from time to time on such terms and conditions and at such time or times and in such form or manner as it may deem fit, to secure any Fund based and/or Non-fund based facilities not exceeding **Rs. 250 crore (Rupees Two Hundred Fifty Crore only)** together with interest thereon at the respective agreed rate(s), compound interest, additional interest, liquidated damage(s), commitment charge(s), premia on prepayment or redemption cost charge(s) expenses and all other monies payable by the company to such lenders under the respective loan/other agreement(s) entered/ to be entered into between the company and the lender(s) in respect of the said borrowing(s), such security to rank in such manner as may be agreed to between the concerned parties and as may be thought expedient by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and it shall always be deemed to have been so authorized to finalize and execute with the lenders the requisite



agreement, documents, deeds and writings for borrowing and/or for creating together aforesaid mortgage(s) and/or charge(s) and to do all such other acts, deeds and things as may be necessary to give effect to the above resolution.”

### **3. Appointment of Ms. Varsha Bishwajit Adhikari (DIN: 08345677) as an Independent Director.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17 and 25(2A) and other applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company ("the Board"), approval of the shareholders of the Company be and is hereby accorded for the appointment of Ms. Varsha Bishwajit Adhikari (DIN: 08345677), [Registration No. IDDB-DI-202209-044198] as an Independent Director on the Board, for a term of 5 (five) consecutive years from 09<sup>th</sup> November, 2023 to 8<sup>th</sup> November, 2028 and for the payment of remuneration to him by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, from time to time, in terms of Section 197 and other applicable provisions of the Act”.

**"RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary of the company be and is hereby severally authorized to file necessary e-Forms with the Registrar of Companies, intimate to the stock exchanges and to do all such other acts, deeds, things etc. as may be necessary to give effect to the above resolution.”

**Date : 11<sup>th</sup> November, 2023**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**ADVAIT INFRATECH LIMITED**

**Registered Office:**  
**A-801 to 803 Sankalp Iconic,**  
**Opp. Vikram Nagar,**  
**Iscon Temple Cross Road,**  
**S.G Highway, Ahmedabad- 38005**  
**CIN: L45201GJ2010PLC059878**

**Sd/-**  
**Daisy Mehta**  
**Company Secretary**



## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted at the Extra-Ordinary General Meeting ('EGM') under Item Nos. 01, 02 and 03 is annexed hereto. The relevant details, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on General Meetings, issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at the Extra – Ordinary General Meeting are furnished as annexure to the Notice. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. A person can act as a Proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10(Ten) percent of the total issued share capital of the company carrying voting rights. However a member holding more than 10(ten) percent of the total issued share capital of the company carrying voting rights may appoint a single person as Proxy and such person shall not act as a proxy for any other person or shareholder.
4. A member would be entitled to inspect the proxies lodged at any time, except the date of EGM, during the business hours of the Company. The required statutory registers will be made available at the EGM venue for inspection by the members at the Extra – Ordinary General Meeting.
5. The instrument of proxy, in order to be effective, should be deposited at the registered office of the company at least 48 hours before the commencement of the Meeting, duly complete and signed. A proxy does not have the right to speak at the meeting and cast votes only on a poll. A proxy form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
6. Corporate members intending to send their authorized representative to attend the Meeting pursuant to section 113 of the Companies Act 2013 are requested to send to the company, a certified true copy of the relevant Board of Director resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the meeting.
7. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.



8. The Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 1<sup>st</sup> December, 2023, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut-off date should treat this notice for information only.
9. Shareholders may be aware that the companies act, 2013, permits the service of the Notice of the Extra- Ordinary General Meeting through electronic mode. In view of this, the company would communicate the important and relevant information, and events and send the documents including the intimations and notices in electronic form, to the email address of the respective member. To support the green initiative of the Government in full measure, Members who have not registered their e-mail address, so far, are requested to register their e-mail addresses in the following manner :
  - Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to [cs@advaitinfra.com](mailto:cs@advaitinfra.com).

The electronic copy of this Notice of the Extra –Ordinary General Meeting of the company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email ids are registered with the company/Depository Participant(s) for communication purposes. The Notice of Extra – Ordinary General Meeting of the company will also be available on the company’s website [www.advaitinfra.com](http://www.advaitinfra.com).

10. Section 20 of the Companies Act, 2013 permits service of documents on Members by a Company through electronic mode. So, in accordance with the Companies Act, 2013 read with the Rules framed thereunder, this notice for the Extra – Ordinary General Meeting is being sent through electronic mode to those members whose email addresses are registered with the Company/Depository Participant. Members are requested to note that SEBI vide Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 read with MCA General Circular no. 10/2022 dated December 28, 2022 and General Circular No.09/2023 dated September 25, 2023, compliance norms pertaining to requirement of sending physical copies of notices to shareholders for EGM to be held up-to September 30, 2024 has been dispensed off. In view of the above the Company will not be printing physical copies of the Notice of the EGM and is being sent to members who have registered their email ID with the Company / Depositories. The Members who have not registered their email ID with



the Company can access the notice of EGM on the website of the Company [www.advaitinfra.com](http://www.advaitinfra.com) and website of the Stock Exchange, BSE Limited at [www.bseindia.com](http://www.bseindia.com) . Members who would like to obtain pdf copy on their email ID may write an email to [cs@advaitinfra.com](mailto:cs@advaitinfra.com) . The EGM Notice is also available on the website of **National Securities Depository Limited (NSDL)** (agency for providing the Remote e-Voting) at [www.evoitng.nsdl.com](http://www.evoitng.nsdl.com).

11. The company or its Registrar and Transfer Agents, Accurate Securities & Registry Private Limited, cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.
13. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the Extra –Ordinary General Meeting.
14. The Company has appointed Mr. Rajesh Parekh, Practicing Company Secretary (Membership No A8073; CP No. 2939), and failing him Mr. Sharvil B.Suthar, Practicing Company Secretary (Membership No F11466, CP No. 20228), to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. A periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
16. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members are requested to bring their attendance along with copies of their Annual Report at the meeting.
17. Member/Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR card or Driving License.



18. Route-map to the venue of the Meeting is provided in this Notice.
19. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
20. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
21. Subject to the receipt of requisite number of votes, the Resolutions forming part of the EGM Notice shall be deemed to be passed on the date of the EGM, i.e. 8<sup>th</sup> December, 2023.
22. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.advaitinfra.com](http://www.advaitinfra.com) and on the website of RTA the results shall simultaneously be communicated to the Stock Exchanges.
23. A member may participate in the EGM even after exercising his right to vote through remote evoting but shall not be allowed to vote again at the EOGM.
24. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and circulars issued by Ministry of Corporate affairs dated April 8, 2020, April 13, 2020 and May 5, 2020, January 13, 2021, December 8, 2021 and December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, necessary arrangements have been made by the Company with **National Securities Depository Limited (NSDL)** to facilitate Remote e-Voting. The instructions for the process to be followed for Remote e-Voting is forming part of this Notice.

**Commencement of e-voting: From 9.00 a.m. on 5<sup>Th</sup> December, 2023**

**End of e-voting: Up to 5.00 p.m. on 7<sup>Th</sup> December, 2023**



E-voting shall not be allowed beyond **December 7, 2023**. During the E-voting period, the shareholders of the company, holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date for eligibility for e-voting is **Friday, 1<sup>st</sup> December, 2023**. Any person, who acquires shares of the company and becomes a member of the company after dispatch of the notice and holding shares as on cut-off date i.e. 1<sup>st</sup> December, 2023, may cast vote as provided in the notice convening the Meeting, which is available on the website of the company.

## INSTRUCTIONS FOR REMOTE E-VOTING

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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ 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 “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.





	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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</p>



	<p>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, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <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 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.</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.



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

<b>Login type</b>	<b>Helpdesk details</b>
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 toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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:

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



6. 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.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. 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.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to [rpap@csrajeshparekh.in](mailto:rpap@csrajeshparekh.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories 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 [cs@advaitinfra.com](mailto:cs@advaitinfra.com).
2. In case shares are held in demat mode, please provide DPID-CLID (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 [cs@advaitinfra.com](mailto:cs@advaitinfra.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.



**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE**  
**COMPANIES ACT, 2013**

**ITEM NO 01 AND 02:**

As per provisions of section 180(1)(c) of the companies act, 2013, the Board of Directors of the company, cannot except with the permission of the members in the Shareholders' Meeting, borrow monies in excess of the aggregate of the paid-up capital of the company, securities premium and its free reserves. Further, the borrowings of the company are, generally required to be secured by suitable charge and/ or mortgage over the movable and/or immovable properties of the company in such form, manner and ranking as may be determined by the Board of Directors of the company from time to time in consultation with the Lender(s).

To meet the additional working capital and long term funding requirements as also to provide for the issue of any debt, debt related instruments in the Indian and / or international market, it is necessary to increase the present borrowing limit of the Company, so the increase in borrowing would necessitate a reworking of the borrowing limits by authorizing the Board of Directors to borrow money that may exceed at any time aggregate of the paid-up capital of the company, securities premium and its free reserves, but not exceeding Rs. 250 crore (Rs. Two Hundred Fifty Crore) (in place of the existing limit of Rs 100 crores) with a matching authorization for the creation of charge and/or mortgage over the movable/ or immovable properties of the company as security. These upward revisions in the borrowing limits and creation of securities by way of charge and/or mortgage would require your approval under the provisions of Section 180(1)(c) and 180(1)(a) of the companies act, 2013 respectively.

None of the Directors/ Key Managerial Personnel (KMP) of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in item no.01 and 02 of the Notice.

The Board recommends the Resolution at Item No.01 & 02 of this Notice for approval of the Members.

**ITEM NO. 03 :**

On Recommendation of Nomination and Remuneration Committee, Ms. Varsha Bishwajit Adhikari was appointed as an Additional Independent Director of the Company by the Board of Directors in its meeting held on 9<sup>th</sup> November, 2023. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements)





Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Ms. Vrasha Das, as a candidate for the office of a Director.

The terms and conditions of appointment of Ms. Varsha Bishwajit Adhikari Das shall be open for inspection for the Members during the EGM and same can be accessed by writing to [cs@advaitinfra.com](mailto:cs@advaitinfra.com)

A brief profile of Ms. Varsha Bishwajit Adhikari is as follows:

After 13 years of Leadership role with SPG Prints group, Netherlands, and working closely with European, Asian, North, and Latin American Business entities, Varsha Adhikari is now heading Social Impact Organization SEED. She has also Co-founded businesses in the space of UAV technology, and Clean Energy and Sustainable Solutions. At age 43, She has got over 18 years of experience in Global Strategies and business development, Project and Financial Planning, Compliance, and Sustainability programmes. She worked with Corporates into Textile machinery and Agri processing Industry and International Business. She has worked closely with the Government, Regulatory bodies and policymakers. She is passionate about innovative Technology led progress of the Economy and Community. She is currently based out of Ahmedabad, India. She is an Advisor and Independent Director to Various Corporates and Startups. She is actively engaged with Domestic and International Trade Bodies to promote Global Trade. She is a mentor with Gujarat University Startup and Entrepreneurship Council. She Chairs the Agriculture and Research Committee of the Gujarat Chamber of Commerce. She is a founder member of Toastmasters International, Ahmedabad. She is interested (foremost) in Social Impact through People and technology.

Synopsis of professional experience.

## **Business Development and Global strategy**

- ↳ International and Domestic Market mapping and GTM strategy.
- ↳ Strategic project management, accelerating the project and building strategic partnerships
- ↳ Support & coach project owners & Team leaders
- ↳ Market Feasibility Study and economic modelling of new Businesses and projects.
- ↳ Cost-benefit analysis, net present value analysis, and input-output modeling
- ↳ Forecasting and Budgeting
- ↳ Corporate Restructuring, Acquisitions /Inorganic Strategies
- ↳ Business plan Evaluation and Organizational restructuring.



## **Business Plan and Trade management**

- ✎ Project Planning, Annual budgeting, Variance / Gap analysis, Ad-hoc Analysis.
- ✎ Formulating SOP, MIS , Setting up systems, policies, procedures
- ✎ Communication with International Bodies and International Trade Negotiation
- ✎ Project Funding and Financial Structuring
- ✎ Regulatory liaising, Dispute resolution, and Settlements.
- ✎ Policy advocacy, Incentives and subsidies.
- ✎ Negotiation of Legal and Commercial agreements and arrangements

Additional details of Ms. Varsha Bishwajit Adhikari, as required pursuant to Secretarial Standard 2 on General Meeting, have been given in the Annexure to this Notice.

Considering her experience and expertise, the Board is of the opinion that his appointment as Independent Director would immensely benefit the Company.

The Board recommends the resolution at Item No. 3 of the accompanying Notice for approval of the shareholders.

Ms. Varsha Bishwajit Adhikari and his relatives are deemed to be concerned or interested in Resolution at Item No. 3. None of the other Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the aforesaid Resolution.

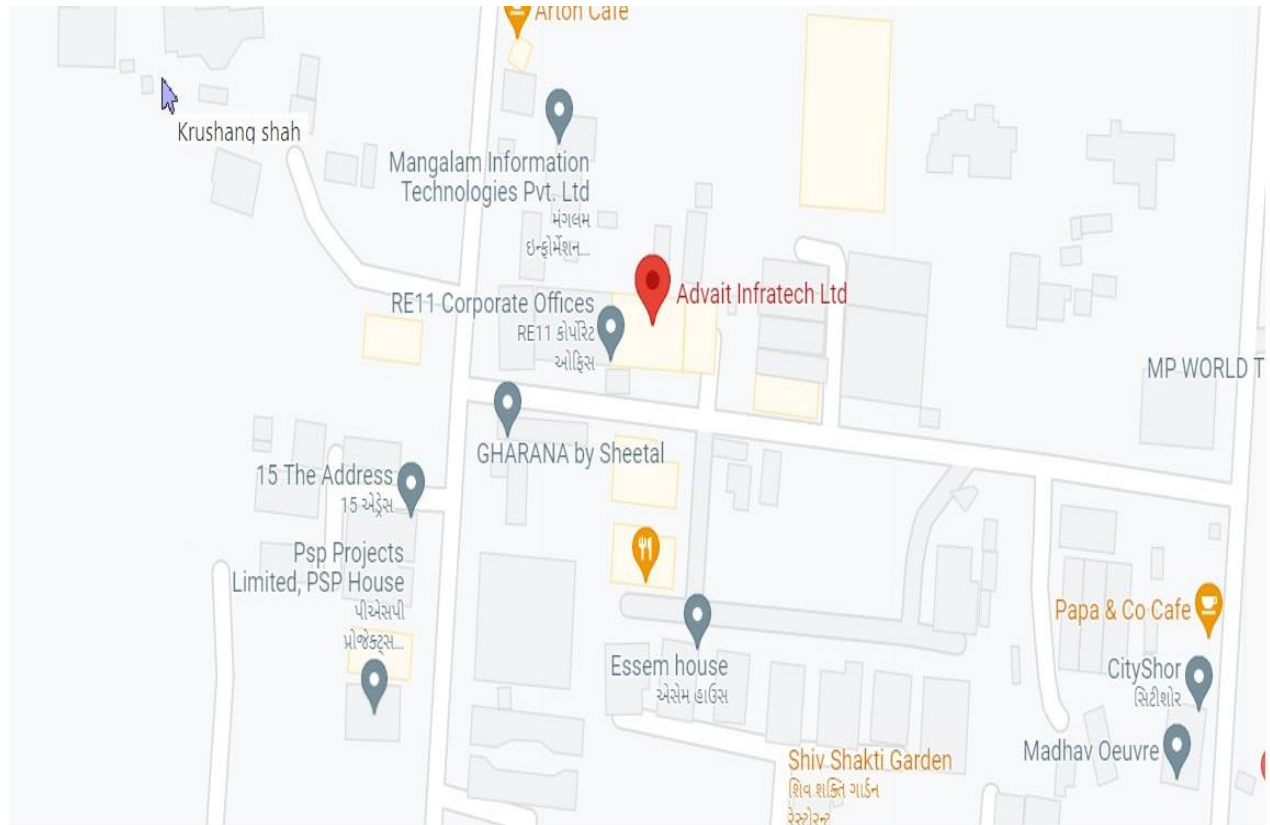

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015 AND SECRETARIAL STANDARD-2:**

<b>Particulars</b>	Non-Executive, Independent Director
<b>Name of Director</b>	Ms. Varsha Biswajit Adhikari
<b>DIN</b>	03443006
<b>Date of Birth</b>	02.10.1980
<b>Age</b>	
<b>Qualification</b>	CS, LLB and Executive Certification from IIM
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	More than 13 years of experience in the field of Business development and Strategy planning.
<b>Nature of her expertise in specific</b>	Wide experience in consultancy and finance
<b>Functional areas</b>	Production Department
<b>Terms and Conditions of Re-appointment</b>	Appointment as a Non-Executive, Independent Director for a term of 5 years w.e.f. 9 <sup>th</sup> November, 2023 to 9 <sup>th</sup> November, 2028.
<b>Remuneration last drawn</b>	NA
<b>Remuneration proposed to be paid</b>	As per existing terms and conditions
<b>Date of first appointment on the Board</b>	9 <sup>th</sup> November, 2023
<b>Shareholding in the company</b>	NIL
<b>Relationship with other Directors/Manager and other Key Managerial Personnel of the company</b>	Not Applicable
<b>Number of Meetings of the Board attended during the year 2022-23</b>	Not Applicable
<b>Names of listed entities in which the person also holds the Directorships.</b>	1. Mangalam Global Enterprise Limited 2. Diamond Power Infrastructure Limited
<b>Names of listed entities in which the person also holds Membership of Committees of Board.*</b>	NIL
<b>Names of listed entities from which the person has resigned in the past three years</b>	NIL

\*Committee includes Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee across all Listed Companies including this company.



## ROUTE MAP TO THE EGM VENUE



### **Advait Infratech Limited**

Extra – Ordinary General Meeting  
8<sup>th</sup> December, 2023 at 11.00 am

### **Venue**

#### **Advait Infratech Limited**

A/801-A/803, Sankalp Iconic Tower,  
Nr. Iskon Cross Roads  
Bopal-Ambli Road, SG Highway,  
Ahmedabad, Gujarat 380054



## Form MGT-11 Proxy Form

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

**EXTRA – ORDINARY GENERAL MEETING- 8<sup>TH</sup> DECEMBER, 2023 AT 11.00 AM**



## Advait Infratech Limited

Email : [info@advaitinfra.com](mailto:info@advaitinfra.com) , Website: [www.advaitinfra.com](http://www.advaitinfra.com)

<b>CIN:</b>	L45201GJ2010PLC059878
<b>Name of Company:</b>	ADVAIT INFRATECH LIMITED
<b>Registered office:</b>	A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054

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

I/We, being the member (s) of \_\_\_\_\_ Shares of the above mentioned Company, hereby appoint.

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on the **Friday, 8<sup>th</sup> December, 2023** at 11.00 a.m. at A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054, Gujarat and at any adjourned thereof in respect of such resolution as are indicated below:



Sr. No.	Resolution(s)	Vote	
		For	Against
	<b>Special Business</b>		
1	<b>Authorization to Board of Directors to borrow money under Section 180(1)(C) of the Companies Act, 2013</b>		
2	<b>Authorization to Board of Directors for creation of security on increased Borrowing power under Section 180(1)(a) of the Companies Act,2013</b>		
3	<b>Appointment of Ms. Varsha Bishwajit Adhikari (DIN: 08345677) as an Independent Director</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



Signature of the shareholder across the Revenue Stamp



**Advait Infratech Limited**  
**CIN: L45201GJ2010PLC059878**

**Registered Office:** A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054

Email: [info@advaitinfra.com](mailto:info@advaitinfra.com), Website: [www.advaitinfra.com](http://www.advaitinfra.com)

**ATTENDANCE SLIP**

(Please fill the attendance slip and hand it over at the entrance of the meeting hall)

**Regd Folio No.\*\*** : \_\_\_\_\_

**DP ID** : \_\_\_\_\_

**No. of Shares held** : \_\_\_\_\_

**Client ID** : \_\_\_\_\_

**Name(s) and address of the Shareholders in full** : \_\_\_\_\_  
\_\_\_\_\_

I/we hereby record my/our presence at the Extra-Ordinary General Meeting of the Company to be held on the **Friday, 8<sup>th</sup> December, 2023** at 11.00 a.m. at A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054, Gujarat.

\_\_\_\_\_  
Member's/ Proxy's Signature

\*\* Applicable for investor holding shares in physical form

.....X.....X.....