



A B INFRABUILD LIMITED

(Formerly Known as A B INFRABUILD PVT. LTD.)

Registered Office : 104, 1st Floor, Shubhangan CHS. Ltd., Jawahar Nagar, Near Railway Crossing, Goregaon (W), Mumbai-400104. • Tel.: 28712114
CIN : L45202MH2011PLC214834 • website : www.abinfrabuild.co

ISO CERTIFIED : OHSAS - 18001 : 2007, ISO 14001:2015, ISO 9001:2015

To,
The Manager
Listing Department
National Stock Exchange of India
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai -400051.

Ref. : Symbol- ABINFRA / ISIN- INE00YB01017

Sub. : Disclosure under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Dear Sir/Madam,

This is to inform you that an Annual General Meeting ("AGM") of Members of the Company A B INFRABUILD LIMITED will be held on Thursday, September 29, 2022 at 02:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the business set out in the AGM Notice dated September 03, 2022. The copy of an AGM notice is attached.

Kindly take the same on your records and acknowledges the receipt.

For and Behalf of
A B Infrabuild Limited

Pawan Prajapati
Company Secretary



Date: 06/09/2022

Place: Mumbai

NOTICE OF 12TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF A B INFRABUILD LIMITED ('the Company') WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2022 AT 02.00 P.M. IST, THROUGH VIDEO CONFERENCE (VC)/ OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022 together with Reports of Board of Directors and Auditors thereon.**

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

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint Mr. Mukesh Pandey (DIN-07757538), who retire by rotation and being eligible, offer himself for re-appointment as a Director.**

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mukesh Pandey (DIN-07757538), who retires by rotation at this meeting and being eligible, has offered himself for re-appointment and be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To Re-appoint M/S. Bhuwania & Agrawal Associates, Chartered Accountants of Statutory Auditors of the Company and to fix their remuneration.**

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/S. Bhuwania & Agrawal Associates, Chartered Accountants, FRN No. 101483W, be and are hereby re-appointed as Statutory Auditor of the Company for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 17th Annual General Meeting to be held in the year 2027 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To Re-Appoint Mr. Amit Mishra as Managing Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals as may be necessary consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Amit Mishra (DIN: 03388129) as Managing Director of the Company for the period and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice of this meeting and upon the terms and condition and stipulation contained in an agreement to be entered into between the Company and Mr. Amit Mishra, a draft whereof is placed before the meeting and which for the purposes of identification, is initialed by the Chairman of the Meeting and with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Amit Mishra in the best interests of the Company;

RESOLVED FURTHER THAT the aggregate remuneration including benefits, amenities and perquisites as set out in the said draft agreement, in any financial year shall not exceed the limit from time to time under section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with schedule V of the said act or any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be deemed necessary proper, expedient to give effect to the above Resolution.”

5. To Re-Appoint Mr. Bharatkumar Parmar as Wholetime Director

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, (including any statutory modification(s) or re-enactment thereof, for the time being in force) the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such approvals as may be necessary consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Bharatkumar Parmar (DIN: 07645422) as Wholetime Director of the Company for the period and upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice of this meeting and upon the terms and condition and stipulation contained in an agreement to be entered into between the Company and Mr. Amit Mishra, a draft whereof is placed before the meeting and which for the purposes of identification, is initialed by the Chairman of the Meeting and with further

liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Amit Mishra in the best interests of the Company;

RESOLVED FURTHER THAT the aggregate remuneration including benefits, amenities and perquisites as set out in the said draft agreement, in any financial year shall not exceed the limit from time to time under section 197, 198 and other applicable provisions of the Act and Rules made thereunder, read with schedule V of the said act or any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be deemed necessary proper, expedient to give effect to the above Resolution.”

6. To Re-Appoint Mr. Shreeprakash Singh as Whole Time Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Shreeprakash Singh (DIN- 00497750) as Whole Time Director of the Company for the period and upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. Shreeprakash Singh, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting and with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Shreeprakash Singh in the best interests of the Company;

RESOLVED FURTHER THAT the aggregate of the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement, in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be deemed necessary, proper and expedient to give effect to the above Resolution.”

7. To Re-Appoint Mr. Udayan Anantrao Chindarkar as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 the consent of the members be and is hereby accorded to re-appoint Mr. Udayan Chindarkar, as an Independent Director of the Company for a tenure of 5 (Five) consecutive years for a term upto March 31, 2028 and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Mr. Amit Mishra and/or Mr. Bharat Parmar, Director(s) of the Company be and is/are hereby severally and/or jointly authorized to file the necessary e-Forms with the Registrar of Companies and to do such acts, deeds, things, etc. as may be required to give effect to the above resolution."

8. To Re-Appoint Ms. Vanita Vinodbhai Bhuva as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 the consent of the members be and is hereby accorded to appoint Ms. Vanita Bhuva, as an Independent Director of the Company for a tenure of 5 (Five) consecutive years for a term upto March 31, 2028 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Mr. Amit Mishra and/or Mr. Bharat Parmar, Director(s) of the Company be and is/are hereby severally and/or jointly authorized to file the necessary e-Forms with the Registrar of Companies and to do such acts, deeds, things, etc. as may be required to give effect to the above resolution."

9. To approve contact/arrangement for material Related Party Transactions with various related parties.

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

RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any, of the Companies Act, 2013 (as amended or re-enacted from time to time) and the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or enactment therefore for the time being in force) and also pursuant to the consent of the member of the Company be and is hereby accorded to the Material Related Party Transactions with all the related parties as mentioned in the explanatory statement as entered by the Company for the financial year 2022-23 of a value of ₹150 Crores.

By Order of Board of Directors
For A B INFRABUILD LIMITED

Pawan Prajapati
Company secretary & Compliance officer
(Membership No. A68870)

Date: September 3, 2022

Place: Mumbai

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the General Circular No. 14/2020 17/2020, 20/2020, 02/2021 and 02/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, and May 05, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/DDHS/DDHS_Div2/P/CIR/2022/079 dated May 12, 2020, January 15, 2021 and June 03, 2022 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members to the AGM venue is not required and the Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 12th AGM of the Company through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by NSDL.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.abinfrabuild.com. The Notice can also be accessed from the websites of National Stock Exchange of India Limited at www.nseindia.com and on NSE Emerge platform at https://www1.nseindia.com/emerge/index_sme.htm. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 02/2022 dated May 05, 2022.
9. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 2, 4, 5, 6,7,8&9 of the Notice is annexed hereto.
10. Members are requested to intimate the Registrar and Share Transfer Agent of the Company Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, 400059, immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect of equity shares held in dematerialized form.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
12. Members holding share certificates under different folio numbers but in the same order of name are requested to apply for consolidation of such folios and send relevant share certificates to the Registrars and Share Transfer Agent of the Company.
13. Section 20 of the Companies Act, 2013 permits service of documents on members by a company through electronic mode. Accordingly, as a part of the Green Initiative, electronic copy of the Annual Report for F.Y. 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. Members who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses with Bigshare Services Private Limited at info@bigshareonline.com. Members may also note that the Annual Report for F.Y. 2021-22 will also be available on the Company's website www.abinfrabuild.com.

14. The members who have cast their vote by e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
15. Corporate members intending to send their authorized representative(s) to attend the meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board Resolution together with specimen signatures of the authorized representative(s) to attend and vote on their behalf at the meeting 48 hours before the date of AGM.
16. To support the '*Green Initiative*' Members who have not registered their e-mail addresses are requested to register the same with DPs. The registered e-mail address will be used for sending future communications.
17. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS2) issued by the Institute of Companies Secretaries of India, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by System Support Services, on all resolutions set forth in this Notice.
18. Notice of the 12th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participant(s) for communication purposes through electronic mode. The Notice of the 12th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent through the permitted mode.
19. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday 24th September, 2022 to Wednesday 28th September, 2022 (both days inclusive) in connection with the Annual General Meeting.
20. The Company has fixed 23rd September, 2022 as the cutoff date/entitlement date for identifying the Shareholders for determining the eligibility to vote in the Meeting.
21. Any member requiring further information on the Annual Report at the meeting is requested to send the queries in writing to the Company Secretary by 24th September, 2022 at cs@abinfrabuild.com.
22. All documents referred to in this meeting, notice and the accompanying statements are open for inspection at the registered office of the company on all working days (except Saturdays and holidays) between 10.30 A.M. to 12.30 P.M. up to the date of Annual General Meeting.
23. Pursuant to the requirement of the SEBI (Listing Regulations and Disclosure Requirements), 2015 the Company declares that its equity shares are listed on the Stock Exchange at NSE-SME Platform.

24. Mr. Mehul B. Bambhroliya, M/s. BMB & Associates, Company Secretary in Practice, ACS-28191, C.P. No.10198 has been appointed as a Scrutinizer to scrutinize the voting at the Meeting.
25. The details of director's appointment or re-appointment as required under pursuant to the provisions of Regulation 36 of SEBI (LODR) Regulations, 2015 read with Secretarial Standard on General Meetings ("SS-2") issued by Institute of Company Secretaries of India is as below, as on 31/03/2022:

Name of Director	Mukesh Pandey
DIN	07757538
Date of Birth	24/10/1977
Date of Appointment	07/06/2018
Qualification	B. E, Metallurgy
Expertise in Specific functional Area	He has more than 20 years' experience and has a sound understanding of metal business environment
List of Other Companies in Directorship is held	1
Chairman/Member of Committee of other Company	NIL
No. of shares held	300
Disclosure of relationship between Director inter se	NIL
Remuneration p.a.	₹ 18,00000/-

26 INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

- In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and MCA Circular No. 02/2022 dated May 05,2022 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuring EGM / AGM through VC / OAVM.
- Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served

basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.abinfrabuild.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. EMERGE platform of National Stock Exchange of India Limited at www.nseindia.com and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and MCA Circular No. 2/2022 dated May 05, 2022.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 26th September, 2022 at 9:00 A.M. and ends on Wednesday, 28th September, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 23rd September 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022

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

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


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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.

	<p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 or joining virtual meeting & voting during the meeting.

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.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - 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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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 cs.mehul@gmail.com with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at 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 at cs@abinfrabuild.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 at cs@abinfrabuild.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under **Join General Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have

forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@abinfrabuild.com. The same will be replied by the company suitably.

By Order of Board of Directors
For A B INFRABUILD LIMITED

Pawan Prajapati
Company secretary & Compliance officer
(Membership No. A68870)

Date: September 3, 2022
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.2 – To appoint Mr. Mukesh Pandey who Retire by Rotation**

Mr. Mukesh Pandey was appointed as the Director of the Company pursuant to the provision of section 161(1) of the Companies Act 2013 at the Board Meeting held on January 25, 2018. Further, at the Extra-Ordinary General Meeting held on June 07, 2018 his designation was changed to Whole time Director of the Company for a period of 5 years w.e.f from June 07, 2018.

As Mr. Mukesh Pandey ceases to be employee of the Company the Board of Directors at the Board Meeting held on September 03, 2022 decided to change his designation from Whole time Director to Director (Non-Executive) w.e.f. October 01, 2022.

Pursuant to the provision of section 152 of the Companies Act 2013 Mr. Mukesh Pandey being Non-Executive Director is liable to retire by rotation at this meeting and being eligible, has offered himself for re-appointment as Director of the Company.

The Board of Directors recommends this resolution as set out in Item No. 02 of this notice for approval of the members by ordinary resolution.

Except Mr. Mukesh Pandey none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

Item No.3 – To Re-appoint M/S. Bhuwania & Agrawal Associates, Chartered Accountants of Statutory Auditors of the Company and to fix their remuneration

M/s Bhuwania & Agrawal Associates, Chartered Accountants, Express Zone A-Wing, A/403, Pandit Motilal Nehru Marg, Malad East, Mumbai, Maharashtra 400097 as Statutory Auditors of the Company for the period of 5 years commencing from the Financial Year 2017-18 to 2021-22 in 8th Annual General Meeting held on 29th September 2017

Since, the tenure of appointment of M/s Bhuwania & Agrawal Associates, Chartered Accountants is upto 2021-22 therefore the Board at the Board Meeting held on September 03, 2022 proposed to re-appoint M/s Bhuwania & Agrawal Associates, Chartered Accountants as Statutory Auditor of the Company for a further period of 5 years pursuant to the provision of section 139 of the Companies Act 2013 subject to approval of shareholders at the ensuing Annual General Meeting.

Remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., to be paid to the Auditor shall be as mutually agreed between the Board of Directors of the Company and the Auditors.

The Company has duly received consent and eligibility certificate from M/s Bhuwania & Agrawal Associates.

The Board of Directors recommends this resolution as set out in Item No. 03 of this notice for approval of the members by ordinary resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

Item No.4 - To Re-appoint Mr. Amit Mishra as Managing Director

The Company appointed Mr. Amit Mishra as Managing Director of the Company for a period of five years w.e.f. June 07, 2018. The Members had subsequently approved the said appointment and terms of his remuneration at the Extra-Ordinary General Meeting of the Company held June 30, 2018.

Mr. Amit Mishra, had started A B Enterprises as Proprietary Concern in 1999 and later incorporated in Private Limited Company in the year 2011. Thus became a pioneer in the field of Infrastructure and a reputed name in construction business. He is experts in overall management.

His current term of appointment as the Managing Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Amit Mishra should be available to the Company for a further period of 5 (Five) years with effect from June 07, 2023

The Board, in its meeting held on September 03, 2022 has approved re-appointment of Mr. Amit Mishra as Managing Director of the Company for a further period of 5 (Five) years with effect from June 07, 2023. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the members of the Company

Mr. Amit Mishra is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and hence, is eligible for re-appointment.

The main terms and conditions for the re-appointment of Mr. Amit Mishra as Managing Director (MD) are as follows:

A. Period:

For 5 years w.e.f. June 07, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i) Basic Salary: Rs.5,00,000/- (Rupees Five Lakhs only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.14,00,000/- (Rupees Fourteen Lakhs Only) per month as Basic Salary.
- ii) Special Allowance: 1,00,000/- (Rupees One Lakh only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.5,00,000/- (Rupees Five Lakhs Only) per month. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
- iii) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time, subject to a maximum of Rs.1,00,00,000/- (Rupees One Crore Only) per annum.
- iv) Long-term Incentive Compensation / Employee Stock Option: as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board.

C. Perquisites:

- i) **Housing:** The Company to provide rent free accommodation in a Company owned or leased flat or to pay Mr. Amit Mishra, House Rent Allowance of such amount as may be fixed by the Board of Directors from time to time. The flat (either owned or leased or for which House Rent Allowance is paid) shall be partly furnished, painted at such periodic intervals as per rules of the Company and air conditioned with reimbursement of gas, water and electricity bills, the monetary value of which may be evaluated as per the Income -tax Rules, 1962.
- ii) **Reimbursement of expenses:** on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii) **Car:** Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use. If car is leased from an external agency or from spouse, lease rental and fuel expenses will be paid as per rules of the Company.
- iv) **Driver:** Reimbursement of salary of driver as per rules of the Company.
- v) The Company to pay the premium for the Group Insurance Policy taken for Mr. Amit Mishra as per rules of the Company.
- vi) **Medical Expenses Reimbursement:** Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
- vii) **Leave Travel Expenses:** Leave Travel Expenses for self and family in accordance with the policy of the Company.
- viii) **Club fees:** Fees of One Club in India (including admission and annual membership fee).
- ix) **Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.**
- x) **Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.**
- xi) **Leave and encashment of leave - as per the policy of the Company.**
- xii) **Personal accident Insurance Premium - as per the policy of the Company.**
- xiii) **Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.**
- xiv) **Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.**
- xv) **Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and /or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.**
- xvi) **Any other one time / periodic retirement allowances /benefits as may be decided by the Board at the time of retirement.**

- D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E. Subject as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Amit Mishra, Managing Director will be considered as continuous service with the Company from the date of his joining.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Amit Mishra in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Amit Mishra would not be holding any office or place of profit by his being a mere Director of the Company's holding company /Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company.
- K. Mr. Amit Mishra shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Amit Mishra functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

The Directors are of the opinion that Mr. Amit Mishra's, knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the Resolution set out in the Notice convening the Meeting.

The said draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the General Meeting.

The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Amit Mishra, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

Nature of Industry	Engaged in Civil Construction of Roads, Railways, Bridges and other Infrastructure.
Date or expected date of commencement of Commercial Production	Not applicable (Company is an existing company)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	In the financial year 2021-22, the Company had a turnover of Rs.64,31,57,092/- and Profit of 86,44,265 after tax.
Foreign investments or collaborations, if any	There is no Foreign investments or collaborations

2. Information about the appointee:

Experience/ Expertise	Mr. Amit Mishra, had started A B Enterprises as Proprietary Concern in 1999 and later incorporated in Private Limited Company in the year 2011. Thus became a pioneer in the field of Infrastructure and a reputed name in construction business. He is experts in overall management. He plays vital role in the growth and progress of the Company and having an experience of 22 years in civil construction business. He has formed a Company and has been Promoter Director since inception of Company.
Past Remuneration	Rs. 37,50,000 p.a.
Job profile and his suitability	His current term of appointment as a Managing Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Amit Mishra should be available to the Company.
Remuneration proposed	Rs. 5,00,000 p. m
Comparative remuneration profile with respect to industry, size of the company,	The remuneration of Mr. Amit Mishra is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.

profile of the position and person	
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Amit Mishra has a relationship with the Company as Managing Director and also holds 59% of the Equity in the Company.

3. Other Information:

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company are not adequate therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal is under applicable provisions of Schedule V. However the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During 2021- 2022, the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve .

Item No.5 – To Re-appoint Mr. Bharatkumar Parmar as Whole Time Director

The Company appointed Mr. Bharatkumar Parmar as Whole Time Director of the Company for a period of five years w.e.f. June 07, 2018. The Members had subsequently approved the said appointment and terms of his remuneration at the Extra-Ordinary General Meeting of the Company held June 30, 2018.

Mr. Bharatkumar Parmar is associated with the Company since 1999. He looks after the day-to-day operations of the company, management at various projects.

He has over all 22 years experience in field of day to day business operation of construction & Infrastructure Projects.

His current term of appointment as the Wholetime Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running

of the business, the services of Mr. Bharatkumar Parmar should be available to the Company for a further period of 5 (Five) years with effect from June 07, 2023.

The Board, in its meeting held on September 03, 2022 has approved re-appointment of Mr. Bharatkumar Parmar as Wholtime Director of the Company for a further period of 5 (Five) years with effect from June 07, 2023. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the members of the Company.

Mr. Bharatkumar Parmar is not disqualified from being re-appointed as a Wholtime Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Wholtime Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and hence, is eligible for re-appointment.

The remuneration proposed to be paid to Mr. Bharatkumar Parmar and the perquisites proposed to be provided to him are set out below:

A. Period :

For 5 years w.e.f. June 07, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i) Basic Salary: Rs.2,00,000/- (Rupee Two Lakh Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.5,00,000/- (Rupee Five Lakhs Only) per month as Basic Salary.
- ii) Special Allowance: as per the policy of the Company. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
- iii) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time.
- iv) Long-term Incentive Compensation / Employee Stock Option: as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board.

C. Perquisites:

- i) Housing: HRA as per the policy of the Company.
- ii) Reimbursement of Expenses: on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.

- iii) The Company to pay the premium for the Group Insurance Policy taken for Mr. Bharatkumar Parmar as per rules of the Company.
 - iv) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
 - v) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
 - vi) Club fees: Fees of One Club in India (including admission and annual membership fee), as per the policy of the Company.
 - vii) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
 - viii) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.
 - ix) Leave and encashment of leave - as per the policy of the Company.
 - x) Personal accident Insurance Premium - as per the policy of the Company.
 - xi) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
 - xii) Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
 - xiii) Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and /or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
 - xiv) Any other one time / periodic retirement allowances /benefits as may be decided by the Board at the time of retirement.
- D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Bharatkumar Parmar, Whole Time Director will be considered as continuous service with the Company from the date of his joining.

- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.
- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Bharatkumar Parmar in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Bharatkumar Parmar would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company.
- K. Mr. Bharatkumar Parmar shall not be subject to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as Mr. Bharatkumar Parmar functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

The Directors are of the opinion that Mr. Bharatkumar Parmar's, knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the Resolution set out in the Notice convening the Meeting.

The said draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the General Meeting.

The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Bharatkumar Parmar, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

1. General Information:

Nature of Industry	Engaged in Civil Construction of Roads, Railways, Bridges and other Infrastructure.
Date or expected date of commencement of Commercial Production	Not applicable (Company is an existing company)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	In the financial year 2021-22, the Company had a turnover of Rs.64,31,57,092/- and Profit of 86,44,265 after tax.
Foreign investments or collaborations, if any	There is no Foreign investments or collaborations

2. Information about the appointee:

Experience/ Expertise	<p>Mr. Bharatkumar Parmar is associated with the Company since 1999. looks after the day-to-day operations of the Company, Management at various projects.</p> <p>He has over all 22 years of experience in field of day to day business operation of Construction & Infrastructure Projects.</p> <p>He has a great contribution in the growth and progress of the Company and having an experience of 22 years in Civil Construction business.</p>
Past Remuneration	Rs. 19,80,000 p.a.
Job profile and his suitability	His current term of appointment as a Whole Time Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Bharatkumar Parmar should be available to the Company.
Remuneration Proposed	Rs. 2,00,000 p. m
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Bharatkumar Parmar is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or	Mr. Bharatkumar Parmar has a relationship with the Company as Whole Time Director and also holds 300 Equity Shares in the Company.

indirectly with the Company or relationship with the managerial personnel, if any	
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3. Other Information:

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company are not adequate therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal is under applicable provisions of Schedule V. However the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During 2021 - 2022. the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

Item No. 6 - To Re-Appoint Mr. Shreeprakash Singh as Whole Time Director

The Company appointed Mr. Shreeprakash Singh as Whole Time Director of the Company for a period of five years w.e.f. June 07, 2018. The Members had subsequently approved the said appointment and terms of his remuneration at the Extra-Ordinary General Meeting of the Company held June 30, 2018.

Mr. Shreeprakash Singh is associated with the Company since inception. He looks after Finance, Administration and System Management of the Company.

He has more than 25 years of experience in Infrastructure sector.

His current term of appointment as the Wholetime Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Shreeprakash Singh should be available to the Company for a further period of 5 (Five) years with effect from June 07, 2023

The Board, in its meeting held on September 03, 2022 has approved re-appointment of Mr. Shreeprakash Singh as Wholetime Director of the Company for a further period of 5 (Five) years with effect from June 07, 2023. The Board has taken the decision of said re-appointment based

on the recommendation of the Nomination and Remuneration Committee subject to the approval of the members of the Company.

Mr. Shreepakash Singh is not disqualified from being re-appointed as a Wholetime Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Wholetime Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and hence, is eligible for re-appointment.

The remuneration proposed to be paid to Mr. Shreepakash Singh and the perquisites proposed to be provided to him are set out below:

A. Period :

For 5 years w.e.f. June 07, 2023 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

B. Remuneration:

- i) Basic Salary: Rs.2,00,000/- (Rupees Two Lakhs Only) per month with such increments as the Board may decide from time to time, subject however to a ceiling of Rs.5,00,000/- (Rupees Five Lakhs Only) per month as Basic Salary.
- ii) Special Allowance: as per the policy of the Company. This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment.
- iii) Variable Pay: Performance Bonus linked to the achievement of targets, as may be decided by the Board from time to time.
- iv) Long-term Incentive Compensation / Employee Stock Option: as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board.

C. Perquisites:

- i) Housing: HRA as per the policy of the Company.
- ii) Reimbursement of expenses: on actuals pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation as per Company policy.
- iii) The Company to pay the premium for the Group Insurance Policy taken for Mr. Shreepakash Singh as per rules of the Company.

- iv) Medical Expenses Reimbursement: Reimbursement of all expenses incurred for self and family at actuals (including domiciliary and medical expenses and insurance premium for medical and hospitalisation policy as applicable), as per Company policy.
 - v) Leave Travel Expenses: Leave Travel Expenses for self and family in accordance with the policy of the Company.
 - vi) Club fees: Fees of One Club in India (including admission and annual membership fee), as per the policy of the Company.
 - vii) Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company as per the policy of the Company.
 - viii) Reimbursement of expenses on mobile phone and landline phone at residence as per rules of the Company.
 - ix) Leave and encashment of leave - as per the policy of the Company.
 - x) Personal accident Insurance Premium - as per the policy of the Company.
 - xi) Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
 - xii) Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company.
 - xiii) Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and /or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.
 - xiv) Any other one time / periodic retirement allowances /benefits as may be decided by the Board at the time of retirement.
- D. Annual remuneration review is effective 1st April each year, as per the policy of the Company.
- E. Subject as aforesaid, the Whole Time Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.
- F. For the purposes of Gratuity, Provident Fund, Superannuation and other like benefits, if any, the service of Mr. Shreeprakash Singh, Whole Time Director will be considered as continuous service with the Company from the date of his joining.
- G. The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or

any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

- H. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Shreeprakash Singh in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of the Central Government, if required.
- I. The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole Time Director during the tenure of his appointment.
- J. Though considering the provisions of Section 188 of the Act, and the applicable Rules and the Schedule of the Act, Mr. Shreeprakash Singh would not be holding any office or place of profit by his being a mere Director of the Company's holding company / Subsidiaries / Joint Ventures, approval be and is hereby granted by way of abundant caution for him to accept the sitting fees / commission paid / payable to other Directors for attending meetings of Board(s) of Directors / Committee(s) of holding company / Subsidiaries / Joint Ventures of the Company.
- K. Mr. Shreeprakash Singh shall not be subject to retirement by rotation during his tenure as the Whole Time Director of the Company. So long as Mr. Shreeprakash Singh functions as the Whole Time Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

The Directors are of the opinion that Mr. Shreeprakash Singh's, knowledge and experience will be of benefit to the Company. The Board, therefore, recommends the acceptance of the Resolution set out in the Notice convening the Meeting.

The said draft Agreement referred to in the Resolution is available for inspection to the Members at the Registered Office of the Company on any working day (Monday to Friday) between 11 a.m. and 1 p.m. prior to the date of the General Meeting.

The Special Resolution proposed to be passed is an enabling resolution, permitting the Company to pay the fixed remuneration even during absence or inadequacy of profits in any financial year, in compliance with Section 197 read with Schedule V to the Companies Act, 2013.

Except Mr. Shreeprakash Singh, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in the passing of this resolution.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

4. General Information:

Nature of Industry	Engaged in Civil Construction of Roads, Railways, Bridges and other Infrastructure.
Date or expected date of commencement of Commercial Production	Not applicable (Company is an existing company)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Financial performance based on given indicators	In the financial year 2021-22, the Company had a turnover of Rs.64,31,57,092/- and Profit of 86,44,265 after tax.
Foreign investments or collaborations, if any	There is no Foreign investments or collaborations

5. Information about the appointee:

Experience/ Expertise	Mr. Shreeprakash Singh is associated with the Company since inception. He looks after Finance, Administration and System Management of the Company. He has more than 25 years of experience in Infrastructure Sector. He has a great contribution in the growth and progress of the Company.
Past Remuneration	Rs. 24,00,000 p.a.
Job profile and his suitability	His current term of appointment as a Whole Time Director of the Company will expire on June 06, 2023. Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Shreeprakash Singh should be available to the Company.
Remuneration Proposed	Rs. 2,00,000 p. m
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Shreeprakash Singh is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Shreeprakash Singh has a relationship with the Company as Whole Time Director and also holds 100 Equity Shares in the Company.

6. Other Information:

Reasons of loss or inadequate profits	During the financial year ended March 31, 2022, the profits of the Company are not adequate therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal is under applicable provisions of Schedule V. However the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sales given the COVID impact. During 2021 - 2022, the Company has made a profit of Rs.86,44,265/- in comparison to the previous year loss of Rs.2,22,87,286/-
Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

Item No. 7 - To Re-Appoint Mr. Udayan Anantrao Chindarkar as Independent Director

The Company appointed Mr. Udayan Chindarkar as Independent Director of the Company for a period of five years by passing special resolution at the Extra-Ordinary General Meeting held on June 07, 2018 with the immediate effect.

His current term of appointment as the Independent Director of the Company will expire on March 31, 2023. Considering his performance during his tenure as Independent Director of the Company the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Udayan Chindarkar should be available to the Company for a further period of 5 (Five) years with effect from April 01, 2023.

Mr. Udayan Chindarkar has a degree in the Bachelor of Medicine & Bachelor of Surgery from Mumbai. He has vast experience since 1989 in the areas of Medicine, Surgery, risk management and system implementation.

The Board, in its meeting held on September 03, 2022 has approved re-appointment of Mr. Udayan Chindarkar as Wholetime Director of the Company for a further period of 5 (Five) years with effect from April 01, 2023. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the members of the Company.

Mr. Udayan Chindarkar is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act 2013. He has communicated his willingness to be

re-appointed and has given his consent to act as Independent Director of the Company. He satisfies all the conditions as set out in Section 149(6) of the said Act and hence, is eligible for re-appointment.

In the opinion of the Board Mr. Udayan Chindarkar fulfils the conditions specified in the Companies Act 2013 for appointment as an Independent Director of the Company.

Pursuant to section 150(2) of the Companies Act, 2013 states that the appointment / re-appointment of the Independent Director shall be approved by the company in its general meeting.

Accordingly, the Directors recommends this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel (except Mr. Udayan Chindarkar) of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 8 - To Re-Appoint Ms. Vanita Vinodbhai Bhuva as Independent Director

The Company appointed Ms. Vanita Vinodbhai Bhuva as Independent Director of the Company for a period of five years by passing special resolution at the Extra-Ordinary General Meeting held on June 07, 2018 with the immediate effect.

Her current term of appointment as the Independent Director of the Company will expire on March 31, 2023. Considering his performance during his tenure as Independent Director of the Company the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Ms. Vanita Vinodbhai Bhuva should be available to the Company for a further period of 5 (Five) years with effect from April 01, 2023.

Ms. Vanita Bhuva has a degree in the Bachelor of Commerce from the Mumbai University, Mumbai. She is an Associates of the Institute of Chartered Accountants of India. She has over 7 years of experience in the areas of investment management, banking, finance, accounts, risk management, system implementation and corporate governance, MIS and human resource management. She is the founder of M/s. Vanita Bhuva, a Proprietorship Firm of Chartered Accountants.

The Board, in its meeting held on September 03, 2022 has approved re-appointment of Ms. Vanita Bhuva as Independent Director of the Company for a further period of 5 (Five) years with effect from April 01, 2023. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee subject to the approval of the members of the Company.

Ms. Vanita Bhuva is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Companies Act 2013. She has communicated her willingness to be re-appointed and has given his consent to act as Independent Director of the Company. She satisfies all the conditions as set out in Section 149(6) of the said Act and hence, her eligible for re-appointment.

In the opinion of the Board Ms. Vanita Bhuvu fulfils the conditions specified in the Companies Act 2013 for appointment as an Independent Director of the Company.

Pursuant to section 150(2) of the Companies Act, 2013 states that the appointment / re-appointment of the Independent Director shall be approved by the company in its general meeting.

Accordingly, the Directors recommends this Resolution for approval of the shareholders.

None of the Directors or Key Managerial Personnel (except Ms. Vanita Bhuvu) of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 9 - To approve contact/arrangement for material Related Party Transactions with various related parties.

Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

Provision to Section 188 provides that nothing contained in sub-section 188 applies where transactions are entered into by the Company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the following contracts /arrangements/ transactions are material in nature and require approval of unrelated shareholders of the Company by an Ordinary Resolution:

Sr. No.	Name of Related Party	Relationship	Maximum Value of Transactions per annum(in Crore)	Nature and Material Terms/Particulars of the contract or arrangement
1	Adhvan Infra LLP	Relative is Partner in the LLP	20.00	Sub-contracts charges given
			20.00	Mobilization/ retention advance/ Security Deposits
			10.00	Re-imburement of expense
2	Varmine Engineering	Common Director	20.00	Sub-contracts charges given
			20.00	Mobilization/ retention advance/ Security Deposits

	Private Limited		10.00	Re-imbursment of expense
3	Other Body Corporate and Entities	KMP is interested in any other Body Corporate and Entities	50.00	Any other contracts, Sub contacts retention advance and Re-imbursment of expenses

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company shall not participate or vote on this resolution.

The Audit Committee and Board of Directors have reviewed the said transaction and recommend this resolution set out in Item No. 9 of this notice for approval of the members by ordinary resolution. Mr. Amit Mishra, Mr. Mukesh Pandey and Mr. Shreeprakash Singh is interested in the said resolution.

None of the other Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Amit Mishra, Mr. Mukesh Pandey, Mr. Shreeprakash Singh and related parties connected to them, are concerned or interested.

By Order of Board of Directors
For **A B INFRABUILD LIMITED**

Pawan Prajapati
Company secretary & Compliance officer
(Membership No. A68870)

Date: September 3, 2022
Place: Mumbai