

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA ORDINARY GENERAL MEETING ("EOGM") (2024-25) OF THE MEMBERS OF A B INFRABUILD LIMITED WILL BE HELD ON FRIDAY, 3RD JANUARY, 2025 AT 2.00 PM THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESSES:

ITEM NUMBER 1: TO APPOINT Ms. SHIVANI AMIT MISHRA (DIN: 09093100) AS AN EXECUTIVE DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to section 152, 196 and 197 of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and regulation 17 (1) (c) of SEBI (LODR) Regulations, 2015, consent of the members of the Company be and is hereby accorded to appoint Ms. Shivani Amit Mishra (DIN: 09093100) as an Executive Director of the Company for a period of five years with effect from 12th November 2024, who was appointed as an Additional Director of the Company by the Board of Directors in the Meeting held on 12th November, 2024, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed to the Notice.

RESOVLED FURTHER THATthe Board of Directors (which term shall always be deemed to include any Committee of the Board thereof) be and are hereby severally authorized to make any variation in the remuneration specified above from time to time to the extent as the Board of Directors may deem appropriate, provided that such variation, as the case may be, is within the overall limits approved by the members in their meeting.

RESOVLED FURTHER THAT any one of the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file the relevant forms with Registrar of Companies, Mumbai and to intimate National Stock Exchange of India Limited and BSE Limited."

ITEM NUMBER 2: TO APPOINT Mr. SADIQ SHAKIL MERCHANT, (DIN: 10862475) AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Regulation 17 (1) (c) of SEBI (LODR) Regulations, 2015, Consent of the members of the Company be and is hereby accorded to appoint Mr. Sadiq Shakil Merchant, (DIN: 10862475) as an Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors in the Meeting held on 5th December, 2024, for a tenure of 5 (Five) consecutive years for a term up to 4th December, 2029 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Board of Directors or Company Secretary of the Company be and are hereby severally authorized to file the relevant forms with Registrar

of Companies, Mumbai and to intimate National Stock Exchange of India Limited and BSE Limited."

ITEM NUMBER 3: APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 500 Crore/- (Rupees Five Hundred Crore Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company."

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

ITEM NUMBER 4: APPROVAL FOR INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR SECURITIZATION/DIRECT ASSIGNMENT AND CREATING CHARGE ON THE ASSETS OF THE COMPANY:

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the rules made there under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature and kind whatsoever as may be necessary on such of the moveable or immoveable assets and properties of the Company wherever situated, both present and future, including where such assets and properties constitute the whole or substantially the whole of the undertaking of the

Company, in such manner as the Board / Committee of the Board may direct, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusteeship companies, trusts, other bodies corporate (hereinafter referred to as the "Lending Agencies") and trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the due payment of the principal together with interest, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company or any third party in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding Rs. 500 crore/- (Rupees Five Hundred Crore Only).

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board, to sell, transfer and/or dispose of, through securitization or direct assignment of cash flows, the loan assets and receivables including Used vehicle portfolio and Corporate lending Portfolio not exceeding Rs. 500 Crore (including without limitation all rights, title, interests and benefits of the Company in such assets and receivables and the corresponding security interests, if any which have been created in favour of the Company) over and above the limit of Rs. 500/- Crores in such manner and upon such terms and conditions as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution."

By order of the Board of Directors

For A B INFRABUILD LIMITED

Sd/-

Amrit Prakashchandra Suthar
Company Secretary & Compliance Officer
ICSI Membership Number A60854

Date: 12th December, 2024

Place: Mumbai

NOTES TO THE NOTICE: -

1. With Reference to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/ CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations/SEBI Listing Regulations”), the Extra Ordinary General Meeting of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the EOGM shall be the Registered Office of the Company.
2. 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 EOGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EOGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EOGM 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 EOGM. 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 EOGM 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 EOGM 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 Exchanges i.e. BSE Limited and National Stock Exchange of India Limited www.nseindia.com respectively and the EOGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EOGM 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.
8. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date **Friday, 27th December, 2024**. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Friday, 27th December, 2024**, may obtain the login ID and password by sending a request at Issuer/ RTA.
9. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM & 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 only shall be entitled to avail the facility of remote e-voting as well as voting during the EOGM.
10. The Board of Directors in their meeting held on **Thursday, 12th December, 2024** have appointed Mehul B. Bambhroliya, Practising Company Secretaries as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
11. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e- voting" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility and The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
12. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.abinfrabuild.com and on the website of the Stock Exchange.

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

- i. The remote e-voting period begins on Tuesday, 31st December, 2024 at 09:00 am and ends on Wednesday, 2nd January, 2025 at 05:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form as on the

record date (cut-off date) i.e. Friday, 27th December, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of

	<p>BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, 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 https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is 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</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name</p>

	BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.

- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on 'LOGIN' under 'INVESTOR LOGIN' tab and then Click on 'Forgot your password?'
- Enter "User ID" and "Registered email ID" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on 'Reset'.
(In case a shareholder is having valid email address, Password will be sent to his /her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "VIEW EVENT DETAILS (CURRENT)" under 'EVENTS' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "VOTE NOW" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "INFAVOUR", "NOT IN FAVOUR" or "ABSTAIN" and click on "SUBMIT VOTE". A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "CHANGE PASSWORD" or "VIEW/UPDATE PROFILE" under "PROFILE" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "REGISTER" under "CUSTODIAN LOGIN", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "User id and password will be sent via email on your registered email id".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “VIEW EVENT DETAILS (CURRENT)” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “VIDEO CONFERENCE LINK” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM 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/EGM.
- Members who have voted through Remotee-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

1. Member will be provided with a facility to attend the EOGM 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” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

For A B INFRABUILD LIMITED

Sd/-

Amrit Prakashchandra Suthar
Company Secretary & Compliance Officer
ICSI Membership Number A60854

Date: 12th December, 2024
Place: Mumbai

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

Ms. Shivani Amit Mishra, (DIN: 09093100), aged 25 years, has an educational background of law. She is a BBA, LLB Graduate and she has done Masters in Commercial and Corporate law, Queen Mary University of London. She has worked with A.B Infrabuild Ltd as a Legal and Compliance Assistant, as a Volunteer Research Assistant Intern with QMUL, London, as a VR Experience Coordinator and Legal Assistant with Sandbox VR, London, as a Research Assistant with Zen Legal, Mumbai.

Broad particulars of the terms of appointment and remuneration payable to the above director are as under:

1. Period:

From 12th November, 2024 to 11th November, 2029

2. Nature of Duties:

The above director shall devote his whole time and attention to the business of the Company and/ or its associated companies, joint venture companies, subsidiaries and/or any committees of such companies. He shall carry out such powers/duties as may be entrusted by the Board from time to time in the best interest of the company.

3. A. Remuneration:

An amount of not exceeding Rs. 2,00,000 per month. The annual increments shall take effect from April 1st of each year, as determined by the Board based on merit and the Company's performance for the year.

B. Bonus, benefits, perquisites, and allowances shall be as may be determined by the Board from time to time

4. The terms and conditions of the appointment may be altered or varied from time to time by the Board, at its discretion, in a manner mutually agreed upon and subject to any required approvals.
5. The above director shall be liable to retire by rotation as Directors of the Company.

The NRC has identified amongst others, Leadership and General Management, Strategic and Business Planning, as the skills required for this role. After reviewing the profile of Ms. Shivani Amit Mishra, the NRC and the Board are of the view that she possesses appropriate skills, experience and knowledge as required for the role of a Executive Director.

The profile of Ms. Shivani Amit Mishra pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 on General Meetings is provided in the Annexure to this Notice.

I. General information:

i.	Nature of Industry	Infrastructure			
ii.	Date of commencement of commercial production	Not Applicable			
iii.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus applicable	Not Applicable			
iv.	Financial performance based on given indicators	Standalone Financial Results: Amount in Lakh			
		Particulars	2023-24	2022-23	2021-22
		Profit (Loss) after Tax	1,141.74	753.77	86.44
		Net worth (including balance in Profit & Loss Account)	8,154.64	3,532.10	2,778.79
		Earnings per Share	2.58	5.95	0.68
v.	Foreign investments or collaborators, if any	During the period, the Company has not made any foreign investments and not entered into any foreign collaboration			

II. Information about the appointee

i.	Background details	<p>Ms. Shivani Amit Mishra having DIN: 09093100, is a BBA, LLB Graduate and she has done Masters in Commercial and Corporate law, Queen Mary University of London.</p> <p>She has worked with A.B Infrabuild Ltd as a Legal and Compliance Assistant, as a Volunteer Research Assistant Intern with QMUL, London, as a VR Experience Coordinator and Legal Assistant with Sandbox VR, London, as a Research Assistant with Zen Legal, Mumbai</p>
ii.	Past Remuneration	Not Applicable
iii.	Recognition or awards	Not Applicable
iv.	Job Profile and his suitability	Ms. Shivani Amit Mishra possesses Leadership and General Management, Strategic and Business Planning in the context of the Company's businesses
v.	Remuneration proposed	An amount of not exceeding Rs. 2,00,000 per month
vi.	Comparative remuneration profile	The remuneration for the similar position in the Industry, having regard to the size of the companies and profile of

	with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	persons is not less than the proposed remuneration of Ms. Shivani Amit Mishra.
vii.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personal, if any.	Ms. Shivani Amit Mishra is daughter of Mr. Amit Bholanath Mishra, Managing Director of the Company.

III. Other information:

i.	Reasons of loss or inadequate profits	Throughout the financial years 2022-2023 and 2023-2024, the Company has strategically expanded its portfolio into the petrochemical and shipbuilding sectors through targeted acquisitions. A significant portion of the surplus profits has been allocated to support these strategic initiatives and achieve the outlined objectives.
ii.	Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in improvement in the present position. The inherent strengths of the Company, especially its reputation, powerful brands and deep distribution network are also expected to enable the Company to position itself during adversities.
iii.	Expected increase in productivity and profits in measurable terms	Not Applicable

In the opinion of the Board, Ms. Shivani Amit Mishra is a person of integrity and considering her experience and expertise, recommends his appointment as set out at Item No. 1 of this Notice, for approval of the Members.

Mr. Amit Bholanath Mishra, Managing Director of the Company, Mr. Shivani Amit Mishra and her relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 1 of this Notice.

ITEM NUMBER 2

The Board at its meeting held on 5th December, 2024, appointed Mr. Sadiq Shakil Merchant (DIN: 10862475) as an Additional Director in the category of Independent Director for a term

of 5 (five) years with effect from 5th December, 2024. Further, the NRC and the Board at their respective meeting held on 5th December, 2024, recommended the confirmation of appointment of Mr. Sadiq Shakil Merchant as Independent Director for a term of 5 (five) years with effect from 5th December, 2024, to members approval at ensuing general meeting.

Mr. Sadiq Shakil Merchant, 25 years, is a B.Com graduate. He handles accounting, Taxation matters and General Management. The NRC has identified amongst others, Leadership and General Management, Strategic and Business Planning, Accounting and Finance, Compliance and Risk Management, as the skills required for this role. After reviewing the profile of Mr. Sadiq Shakil Merchant, the NRC and the Board are of the view that Mr. Sadiq Shakil Merchant possesses appropriate skills, experience and knowledge as required for the role of an Independent Director. The skills coupled with his rich experience will benefit the Company.

Further details of Mr. Sadiq Shakil Merchant pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015, ("Listing Regulations") and Secretarial Standard - 2 on General Meetings is provided in the Annexure to this Notice.

The Company has received a declaration from Mr. Sadiq Shakil Merchant to the effect that he meets the criteria of independence as provided in Section 149(6) and other applicable provisions of the Act and Rules framed thereunder and Regulation 16(1)(b) and other applicable provisions of the Listing Regulations. Mr. Sadiq Shakil Merchant has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the SEBI or any such authority and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Sadiq Shakil Merchant has confirmed that he is in compliance with Rules 6(1), 6(2) and 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Mr. Sadiq Shakil Merchant has confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The Board has assessed the veracity of the above declarations and other documents furnished by Mr. Sadiq Shakil Merchant. Basis the confirmations/declarations provided by Mr. Sadiq Shakil Merchant, the Board is of the opinion that he fulfils the conditions/criteria specified under the Act, the Rules framed under the Act and the Listing Regulations in relation to his appointment as an Independent Director of the Company and is independent of the management of the Company.

Mr. Sadiq Shakil Merchant is entitled to sitting fees for attending meetings of the Board / Committees, of which he is a member, subject to the overall limits, as approved by the Members of the Company, from time to time.

The Company has received a notice pursuant to Section 160 of the Act, from a Member signifying the intention to propose the appointment of Mr. Sadiq Shakil Merchant as a Director of the Company.

In the opinion of the Board, Mr. Sadiq Shakil Merchant is a person of integrity and considering his experience and expertise, recommends his appointment as set out at Item No. 2 of this Notice, for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Sadiq Shakil Merchant and his relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 2 of this Notice.

ITEM NUMBER 3 & 4

In order to carry out the business smoothly and to meet the working Capital requirements, the Board of Directors at their meeting held on 12th December, 2024 has given their approval and recommended the same to shareholders to increase the existing limit from Rs. 150 Crores to Rs. 500 Crores as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under. The Board has further given their approval to increase the existing limit from Rs. 150 Crores to Rs. 500 Crores to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immovable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

Since, it is proposed to increase the original limit from Rs. 150 Crores to Rs. 500 Crores u/s 180(1)(a) of the Companies Act, 2013 for creating charge on the assets of the Company, it is also required to re-affirm the said limit of Rs. 500 Crore over and above limit of Rs. 150 Crores u/s 180(1)(a) of the Companies Act, 2013 for the transaction of securitization or direct assignment of cash flows, the loan assets and receivables etc. of the Company. Hence, it is proposed to seek shareholder's approval for:

1. Increase in the limit of overall borrowing u/s 180 (1)(c) upto Rs. 500/- Crores.
2. Increase in the limit for creating charge on the assets of the Company for securing borrowings upto Rs. 500/- Crores u/s 180 (1) (a) of the Companies Act, 2013.

Therefore, members are requested to give their approval for agenda item no. 3 & 4 by passing special resolution.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the Resolution as set out at Item No. 3 & 4 of this Notice.

Annexure A**DETAILS OF DIRECTORS SEEKING APPOINTMENT**

Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings

Name of the Director	Ms. Shivani Amit Mishra	Mr. Sadiq Shakil Merchant
DIN	09093100	10862475
Date of Birth	10/08/1999	05/11/1999
Age	25 Years	25 Years
Date of First Appointment	12/11/2024	05/12/2024
Qualification	Masters in Commercial and Corporatelaw, LLB	B.com
Brief Resume	Ms. Shivani Amit Mishra having DIN: 09093100, is a BBA, LLB Graduate and she has done Masters in	Mr. Sadiq Shakil Merchant (DIN: 10862475), is a Commerce Graduate. He has worked with M/s. S2M

	Commercial and Corporatelaw, Queen Mary University of London. She has worked with A B Infrabuild Ltd as a Legal and Compliance Assistant, as a Volunteer Research Assistant Intern with QMUL, London, as a VR Experience Co-ordinator and Legal Assistant with Sandbox VR, London, as a Research Assistant with Zen Legal, Mumbai	Chemicals as an accounting and billing executive and with M/s. H J Associates as a Junior Accounts Executive.
Expertise in specific functional areas	Legal Matters, proceedings and General Management	Accounts, taxation and General management
directorships in other Companies (excluding foreign companies)	N.A.	N.A.
Membership / Chairpersonship of Committees in other companies (excluding foreign companies)	N.A.	N.A.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	N.A.	N.A.
Inter-se relationship with other Directors and Key Managerial Personnel	Daughter of Mr. Amit Bholanath Mishra, Managing Director	N.A.

For A B INFRABUILD LIMITED

Sd/-

**Amrit Prakashchandra Suthar
Company Secretary & Compliance Officer
ICSI Membership Number A60854**

Date: 12th December, 2024

Place: Mumbai