



Address: A-801 to A-803, Sankalp Iconic Tower, Bopal-Ambli Road, Near Iskcon Crossroads, Ahmedabad 380054. Gujarat, India.

Phone: +91 07948956677  
Email: [info@advaitinfra.com](mailto:info@advaitinfra.com)  
GST: 24AAICA2840D1Z6  
CIN:L45201GJ2010PLC059878

## **NOTICE OF EXTRA – ORDINARY GENERAL MEETING**

Notice is hereby given that The Extra-Ordinary General Meeting of the members of Advait Infratech Limited will be held on Wednesday, 14<sup>th</sup> December, 2022 at 11: 00 AM at Registered Office of the Company at A 801 to 803, Sanklap Iconic Tower, Near Iscon Cross Roads, Bopal- Ambli Road, SG Highway, Ahmedabad, Gujarat – 380054 to transact the following business:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: TO CONSIDER ISSUE OF BONUS SHARES**

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

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions, if any, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue of 51,00,000 equity shares of Rs. 10/- each as bonus shares of an aggregate nominal value of Rs. 5,10,00,000- (Rupees Five Crore Ten Lakhs Only), as bonus shares to the shareholders out of the Free Reserves and Securities Premium Account.”

#### **“RESOLVED FURTHER THAT:**

a. The bonus issue of shares will be made in the ratio of 1:1 [i.e. 1 (one) fully paid up equity shares for every 1 (one) equity shares held.] to the shareholders on record date as may be determined by the board of director(s) after approval of Shareholders in general meeting.

b. The Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company.



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c. As the Company has all the shares in dematerialised from hence, all the shares which are held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders within the time prescribed in the Companies Act, 2013

d. no letter of allotment shall be issued to the Allottees of the bonus shares and the bonus shares will be credited to the demat account of the Allottees, who are holding the existing equity shares in demat form as per the requirement of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018."

"RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Indians (NRIs), Persons of Indian Origin/ Overseas Corporate Bodies and other Foreign Investors, be subject to the approval of Reserve Bank of India (RBI) or any other regulatory authority, if any, as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby authorized to take such steps as may be necessary including delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other Officer(s) to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient for giving effect to this resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

## ITEM NO. 2: TO CONSIDER AND RECOMMEND AMENDMENT OF ESOP SCHEME 2022

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

"RESOLVED THAT in supersession to the earlier resolution passed and pursuant to the applicable provisions of the Companies Act, 2013 and the corresponding rules framed thereunder, as amended, Memorandum & Articles of Association of the Company and subject to such other approval(s), permission(s) and sanction(s) of the appropriate authorities as may be applicable and subject to such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s), the consent of the members be and are hereby accorded to approve and adopt the amended Advait Infratech Limited Employees Stock Option Scheme 2022, the draft of which is placed before the member for the purposes of identification ("Restated ESOP Scheme 2022").

RESOLVED FURTHER THAT Any Director or Ms. Daisy Mehta, Company Secretary of the Company, be and are hereby severally authorized to sign and execute the



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necessary agreements, letters and documents as may be required and send notices to the employees in relation to the adoption of the Restated ESOP Scheme 2022 and to do all such other deeds, things, matters as may be ancillary or incidental to the implementation of the amended Restated ESOP.”

Date: 21<sup>st</sup> November, 2022  
Place: Ahmedabad

By Order of the Board of Directors  
ADVAIT INFRA TECH LIMITED

Registered Office:  
A-801 to 803 Sankalp Iconic,  
Opp. Vikram Nagar,  
Iscon Temple Cross Road,  
S.G Highway, Ahmedabad- 38005  
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Sd/-  
Daisy Mehta  
Company Secretary  
(Mem. No.: A29893)



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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF SUCH A PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. A member would be entitled to inspect the proxies lodged at any time, except the date of EGM, during the business hours of the Company. The required statutory registers will be made available at the EGM venue for inspection by the members at the Extra Ordinary General Meeting.
4. A Person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the company carrying voting rights. A member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and same person shall not act as Proxy for any other person or shareholder.
5. The instrument appointing the Proxy, duly completed and Signed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and cast vote only on a poll. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution/ authority, as applicable.
6. Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of the relevant Board of Director resolution together with their respective specimen signatures authorizing their representative (s) to attend and vote on their behalf at the Meeting.
7. In case of Joint holders attending the meeting, only such joint holders who are first holders/ higher in order of names will be entitled to vote.
8. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 7<sup>th</sup> December, 2022, only



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shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cutoff date should treat this notice for information only.

9. Any person, who acquires shares of the company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice conveying the Meeting, which is available on the website of the Company.
10. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Extra Ordinary General Meeting through electronic mode. In view of this the Company would communicate the important and relevant information, events and send the documents including the imitations, notices etc. in electronic form, to the email address of the respective member. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner
  - for members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder by email to [cs@advaitinfra.com](mailto:cs@advaitinfra.com).
  - Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to [cs@advaitinfra.com](mailto:cs@advaitinfra.com).

Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email ids are registered with the Company/ Depository Participant(s) for communication purposes.

11. The Company or its Registrars and Transfer Agents, Accurate Securities & Registry Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts.
13. The Company has appointed Mr. Rajesh Parekh, Practicing Company Secretary (Membership No A8073; CP No. 2939), and failing him Mr. Sharvil B. Suthar,



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Practicing Company Secretary (Membership No F11466, CP No. 20228), to act as the Scrutinizer for conducting the voting process in a fair and transparent manner.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/ Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned Depository Participant and holding should be verified.
15. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting facility to its shareholders.
16. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEROF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION. Members are requested to bring their Attendance Slip along with copies of their Annual Report at the meeting.
17. Member/ Proxy holder shall hand over the attendance slip, duly filed in all respect, at the entrance for attending the Meeting along with a valid identity proof such as the PAN card, passport, AADHAR Card or driving license.
18. Route-map to the venue of the Meeting is provided in this Notice
19. During the Period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturday, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode in terms of the MCA Circular dated May 5, 2020, upon E-mail request by any Member of your Company. Members seeking to inspect such documents can send the e-mail to [cs@advaitinfra.com](mailto:cs@advaitinfra.com)



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## **Annexure to the Notice**

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

The following explanatory statement pursuant to section 102 of the Act sets out all material facts relating to the business mentioned in the accompanying notice.

#### **Item No. 1: To approve the issuance of Bonus Shares**

As you all are aware that the Company's shares have been listed on BSE SME platform since September 20, 2020. Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2022 total free reserves and surplus of the Company is Rs. 36,33,24,490/- including Security Premium Account of Rs. 9,18,274/- . With a view to capitalize the Security Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Monday, November, 14, 2022 have proposed to issue bonus shares at the ratio of 1:1 [i.e. 1 (one) fully paid up equity shares for every 1 (one) equity shares held]. This bonus allotment will also rationalize the paid up capital of the company with the funds employed in the Company.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 1 of this Notice.

#### **Item No. 2: To consider and recommend amendment of ESOP Scheme 2019**

The Company has in place an employees' stock option scheme in the name of "Advait Infratech Limited Employees Stock Option Scheme 2022" (herein after referred to as "ESOP Scheme 2022") as approved by the Board and the shareholders of the Company, which lays down the terms and conditions with respect to the granting, vesting, exercise, etc., of stock options to the employees of the Company.

The policy was approved by the shareholders in their meeting held on June 28, 2022.





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It is proposed to make certain changes in Clause 11 – Vesting of Options and Clause 13 – Exercise Price as below:

Clause 11 – Vesting of Option under the ESOP Scheme 2022 is modified by inserting the proposed clause in place of current clause as mentioned below:

### 11. Vesting Period

11.1 Vesting schedule to be as under:

Options granted would vest, in one or more tranches, after expiry of period of 1 year from the date of the grant and not later than 3 years from the date of Grant of such Options, as may be specified in the Letter of Grant.

11.3 Suggestive Vesting Schedule to be as under:

	Date Vesting	Schedule (Current)	Vesting Schedule (Proposed)
1 <sup>st</sup> Vesting	End of 1 <sup>st</sup> Year	<ul style="list-style-type: none"> <li>Vesting period to commence after 2 years from grant date</li> <li>Vesting period to extend upto maximum of 3 years from grant date</li> </ul>	30%
2 <sup>nd</sup> Vesting	End of 2 <sup>nd</sup> Year		30%
3 <sup>rd</sup> Vesting	End of 3 <sup>rd</sup> Year		40%

Clause 13 – Vesting of Exercise Price under the ESOP Scheme 2022 is modified by inserting the proposed clause in place of current clause as mentioned below:

### 13. Exercise Price:

Sub Clause No.	Current Clause	Proposed Clause
13.1.1	In case of secondary acquisition of shares by Trust - Average purchase price of shares of Trust	In case of secondary acquisition of shares by Trust – Market Price of shares of Trust In case of direct allotment to Trust - Market price of shares
13.1.2	In case of direct allotment to Trust - Market price of shares	





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Further, in terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 ("the Act") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms 9 of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting. The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on 14<sup>th</sup> November, 2022 had accorded its approval in relation to the amendment of the Restated ESOP Schemes 2022, subject to the approval of the members of the Company. Accordingly, the approval of shareholders is required to make modification/ insertion in the existing Clause 11 and Clause 13 of ESOP Scheme 2022. The draft copies of the amended and Restated ESOP Schemes 2022 is available for the inspection during the office hours till the date of general meeting.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice, except to the extent of the securities that may be offered to them under ESOP scheme.

In view of the above, the Board recommends the passing of the resolutions set out at Item No. 2 as a special resolution.

Date: 21<sup>st</sup> November, 2022  
Place: Ahmedabad

By Order of the Board of Directors  
ADVAIT INFRATECH LIMITED

Registered Office:  
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S.G Highway, Ahmedabad- 38005  
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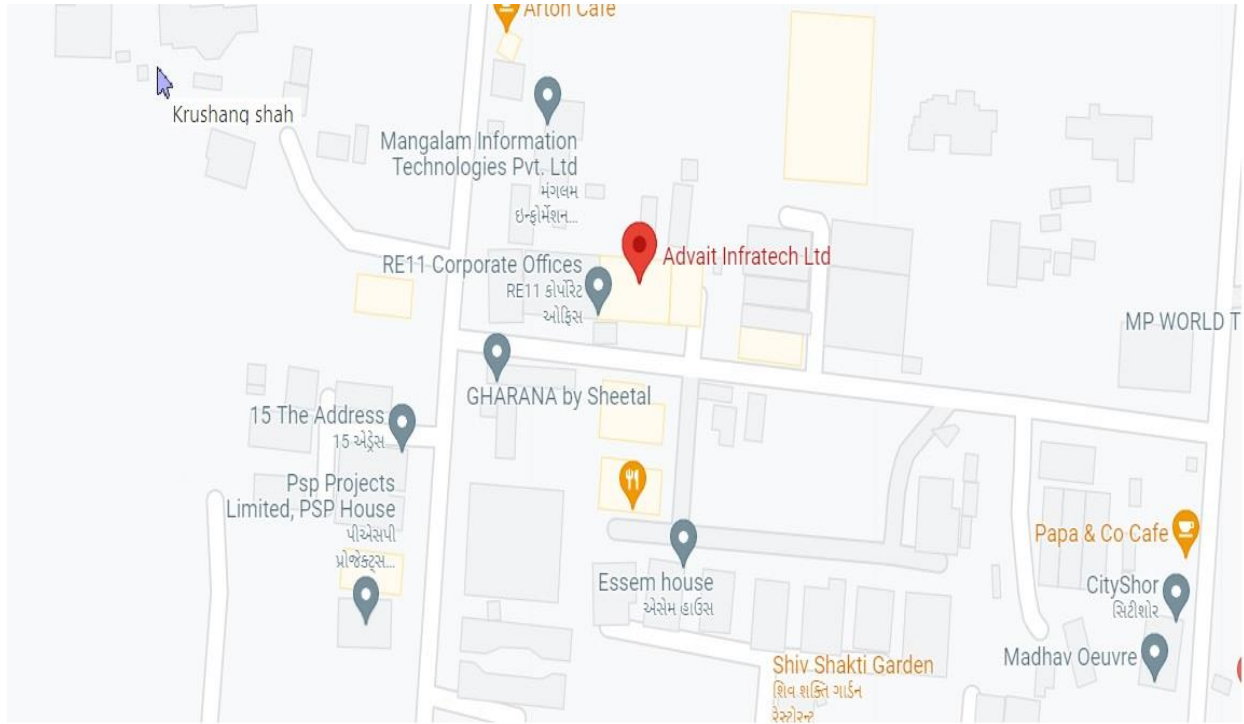
Sd/-  
Daisy Mehta  
Company Secretary  
(Mem. No.: A29893)



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## ROUTE MAP TO THE EGM VENUE



### **Advait Infratech Limited**

Extra Ordinary General Meeting  
Wednesday, 14<sup>th</sup> December, 2022 at 11.00 am

### **Venue**

A-801 to 803 Sankalp Iconic,  
Opp. Vikram Nagar Iskcon Temple Cross Road,  
S.G Highway, Ahmedabad-380054



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## Form MGT-11 Proxy Form

**[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]  
Extra ordinary General Meeting- 14<sup>th</sup> December, 2022 at 11.00 AM**



Advait Infratech Limited  
CIN: L45201GJ2010PLC059878

Registered Office: A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054 Email: [info@advaitinfra.com](mailto:info@advaitinfra.com), website: [www.advaitinfra.com](http://www.advaitinfra.com)

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on the 14<sup>th</sup> December, 2022 at 11.00 a.m. at A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054, Gujarat and at any adjourned thereof in respect of such resolution as are indicated below:



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Sr. No.	Resolution(s)	Vote	
		For	Against
	<b>Special Business</b>		
1	Approval for issuance of Bonus shares of the Company		
2	Approval of the Alteration in Employee Stock Option Scheme 2022 of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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

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



Signature of the shareholder across the Revenue Stamp



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### ATTENDANCE SLIP

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

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

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

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

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

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

I/we hereby record my/our presence at the Extra Ordinary General Meeting of the company held on Tuesday, the 14<sup>th</sup> December, 2022 at 11.00 am at A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar Iscon Temple Cross Road, S.G Highway, Ahmedabad-380054, Gujarat.

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

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

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