



Date:- 03-03-2023

To,  
The General Manager,  
Department of Corporate Services,  
BSE Limited  
Listing Department  
Phiroze Jeejeeboy Tower,  
Dalal Street,  
Fort Mumbai-400 001

Scrip Code: 543230

Sub: - Postal Ballot Notice of the Company

With reference to the captioned subject, and in compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice for seeking approval of members by way of Postal Ballot voting (only through e-Voting) for the businesses as set out in the Postal Ballot Notice dated February 27, 2023.

This Postal Ballot Notice is being sent by email only to the members of the Company, whose names appear on the Register of members/list of beneficial owners as on, Friday, February 24, 2023 (cut-off date) and whose e-mail addresses are registered with the Company/Depositories.

In accordance with the provisions of MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and prepaid business envelop will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through e-Voting system only.

The voting through remote e-Voting has commence form Wednesday, 1<sup>st</sup> March, 2023 at 09:00 AM (IST) and shall end on Thursday 30<sup>th</sup> March, 2023 at 05:00 PM (IST). The results of the Postal Ballot will be declared on or before Monday 3<sup>rd</sup> April, 2023.

The Postal Ballot Notice is also available on the Company's website at [www.advaitinfra.com](http://www.advaitinfra.com)

We request you to kindly take the above information on record.  
Thanks & Regards,

For Advait Infratech Limited

DAISY  
MEHTA

Digitally signed by  
DAISY MEHTA  
Date: 2023.03.03  
18:46:17 +05'30'

Daisy Mehta  
Company Secretary

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Address: A-801 to A-803, Sankalp Iconic Tower, Bopal Ambli Road, Near Iskcon Cross Roads, Ahmedabad, Gujarat,  
India - 380054 | Website: [www.advaitinfra.com](http://www.advaitinfra.com) | Phone: +91 079-4895 6677 | E-mail: [info@advaitinfra.com](mailto:info@advaitinfra.com)  
CIN: L45201GJ2010PL059878



Regd. Office: A-801 to 803 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S.G Highway, Ahmedabad- 380054 | (CIN): L45201GJ2010PLC059878  
Email: [cs@advaitinfra.com](mailto:cs@advaitinfra.com), | Website: [www.advaitinfratech.com](http://www.advaitinfratech.com)

## **POSTAL BALLOT NOTICE**

### **[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(1) of the Companies (Management and Administration) Rules, 2014]**

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 ("SS-2") issued by the Institute

Address: A-801 to A-803, Sankalp Iconic Tower, Bopal Ambli Road, Near Iscon Cross Roads, Ahmedabad, Gujarat, India - 380054 | Website: [www.advaitinfra.com](http://www.advaitinfra.com) | Phone: +91 079-4895 6677 | E-mail: [info@advaitinfra.com](mailto:info@advaitinfra.com)  
CIN: L45201GJ2010PL059878



of Company Secretaries of India, Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable laws and regulations, if any, by way of the business set out hereunder through Postal Ballot through remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars. The instructions for remote e-voting are appended to the Notice. Assent (FOR) or dissent (AGAINST) of the shareholders for the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The instructions for remote e-voting are mentioned in the Notes under the section "Voting through Remote E-voting" in this Postal Ballot Notice.

The Explanatory Statement pursuant to sections 102 of the Act pertaining to the said Resolution setting out the material facts concerning the same and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company at its Meeting held on 23<sup>rd</sup> February, 2023 has appointed Mr. Rajesh Parekh, Practicing Company Secretary (Membership No A8073; CP No. 2939), and failing him Mr. Sharvil B. Suthar, Practicing Company Secretary (Membership No F11466, CP No. 20228) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and has communicated his willingness to be appointed and will be available for the said purpose.

Members are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company. The facility of casting the votes by the members using an electronic voting system is being provided by National Securities Depository Limited (NSDL).

Remote e-voting period shall commence on 1<sup>st</sup> March, 2023 (9:00 A.M. IST) and end on **30<sup>th</sup> March, 2023 (5:00 P.M. IST)** (both days inclusive), failing which it will be strictly considered that no reply has been received from the Members. Members are requested to carefully read the instructions in the notes under the section "Voting through Remote E-voting" while expressing their assent or dissent and cast vote via remote e-voting not later than the close of working hours at 5:00 P.M. (IST) on **30<sup>th</sup> March, 2023**.

The Scrutinizer will submit his report to the Chairman of the Company or any other person of the Company authorised by him, after completion of Postal Ballot/E-voting period. The result of the Postal Ballot shall be declared by the Chairman or any other duly authorized person of the



Company on or before 3<sup>rd</sup> April, 2023, the same shall be communicated to the Stock Exchange and would also be uploaded on the Company's website at [www.advaitinfra.com](http://www.advaitinfra.com).

**ITEM NO. 1: TO CONSIDER AND APPROVE MIGRATION OF THE COMPANY FROM SME PLATFORM OF BSE LIMITED TO MAIN BOARD OF BSE LIMITED:**

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

Note: In accordance with Regulation 277 of ICDR Regulations, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

**"RESOLVED THAT** pursuant to Chapter IX of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable regulations & other applicable provisions of the Companies Act, 2013, if any, read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME platform to Main Board of BSE Limited ('BSE'), subject to such statutory approvals including respective stock exchanges as and when may be required and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

**RESOLVED FURTHER THAT,** the any of the Board of Directors / Company Secretary & Compliance Officer of the Company, be and are hereby authorised jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company from BSE SME Platform to the Main Board of BSE Limited.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."



**ITEM NO. 02: TO MAKE AN APPLICATION OF LISTING OF THE COMPANY ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)**

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

**“RESOLVED THAT** pursuant to provisions laid down in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), guidelines or requirements given by the National Stock Exchange of India Limited (NSE), consent of the members be and is hereby accorded for making an application for listing existing 1,02,00,000 Equity Shares of the Company having a face value of Rs. 10/- per Equity Share of the Company, which are already listed on SME Platform of BSE Limited and are in process of Migration of the Company’s present listing from BSE-SME Platform of Main Board of BSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary & Compliance Officer of the Company, be and are hereby authorized jointly and / or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited (NSE), BSE Limited, Securities and Exchange Board of India (SEBI), Registrar of Companies (ROC), to apply modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of listing of existing 1,02,00,000 Equity Shares of the Company on Main Board of NSE.

**RESOLVED FURTHER THAT** the Board of Directors and / or the Company Secretary & Compliance Officer of the Company be and are hereby authorized jointly and / or severally to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if they think and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney /



person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution on behalf of the Company.”

### **ITEM NO. 03: ADOPTION OF AMENDED ESOP SCHEME 2022**

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

“**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) and any other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended, modified and restated from time to time), Regulation 3, 7 and any other applicable provisions, if any, of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the enabling provisions of the Memorandum of Association and Articles of Association of the Company, considering the proposed change in mode of implementation of Advait Infratech Limited Employee Stock Option Scheme-2022, the consent of the members, by way of special resolution, be and is hereby accorded to vary the terms of existing Advait Infratech Limited Employee Stock Option Scheme-2022 and to adopt the amended and restated Advait Infratech Limited Employee Stock Option Scheme-2022 (“Amended ESOP Scheme”).”

“**RESOLVED FURTHER THAT** the provisions of section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended, modified and restated from time to time), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (herein after referred to as the “Board” which term shall be deemed to include any committee including Nomination and Remuneration Committee), the consent of the Members be and is hereby accorded to create, offer, grant, vest and allot, from time to time, and in one or more tranches, not exceeding 2,00,000 (two lakh) options (“Options”) under the Amended ESOP Scheme in one or more tranches, from time to time, , to such person(s) who are in the employment or service of the Company (together with the stock options proposed to be created / offered / issued / allotted to such persons who are in employment of the Company’s Group Company including its Subsidiary Company(ies) or its Associate Company(ies) or its Holding Company, present and future, including Directors (other than promoter Directors or a person belonging to the promoter group of the company, Independent Directors and Directors holding more than 10% of the outstanding equity shares of the company), whether whole time or otherwise, whether working in India or out of India (hereinafter collectively referred to as “Eligible Employees”) on the basis of criteria decided by



the Board, and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into more than 2,00,000 (two lakh) equity shares of face value of Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.”

“RESOLVED FURTHER THAT the Amended ESOP Scheme shall be administered by the Nomination and Remuneration Committee of the Company who shall have all the necessary powers as defined in the Amended ESOP Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and implementation of the Scheme.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

“RESOLVED FURTHER THAT the Board be and is hereby further authorized to issue and allot equity shares upon exercise of Options from time to time in accordance with the Amended ESOP Scheme and such equity shares shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and/ sale of division/undertaking or other re-organization, and others, if any additional equity shares are required to be issued by the Company to the shareholders (“Additional Shares”), the aforesaid ceiling of 2,00,000 (two lakh) Options and equity shares respectively to be issued and allotted shall be deemed to increase in the proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Amended ESOP Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value of Rs.10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.”

“RESOLVED FURTHER THAT pursuant to the Applicable Laws, approval of members be and is hereby granted and the Board be and is hereby authorized on behalf of the Company to make



any modifications, changes, variations, alterations or revisions in the Amended ESOP Scheme from time to time or to suspend, withdraw or revive the Amended ESOP Scheme from time to time, provided that such changes are not detrimental to the employees and to do all other acts, deeds, matters and things as are necessary to give effect to the above Resolution and with the power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of equity shares of the Company without requiring the Board to secure any further consent or approval of members of the Company in this regard to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

“**RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

“**RESOLVED FURTHER THAT** the Board be and is hereby further authorized to do all such acts, deeds, and things, as it may in its absolute discretion, deem necessary to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Amended ESOP Scheme and also to prefer applications to the appropriate Authorities, Parties and Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement if required, with the SEBI/Stock Exchange and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Amended ESOP Scheme on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.”

“**RESOLVED FURTHER THAT** the Directors or the Company Secretary be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required including filing to be made with the Registrar of Companies and any other authority in relation to the Amended ESOP Scheme.”

“**RESOLVED FURTHER THAT** the copies of the foregoing resolution, certified to be true by any of the Directors and/or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required.”





**ITEM NO. 04 : APPROVAL OF GRANT OF EMPLOYEE STOCK OPTIONS UNDER THE AMENDED ESOP SCHEME TO THE ELIGIBLE EMPLOYEES OF THE COMPANY'S GROUP COMPANIES INCLUDING COMPANY'S SUBSIDIARY COMPANIES, ASSOCIATE COMPANIES AND HOLDING COMPANY**

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

**"RESOLVED FURTHER THAT** the provisions of section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (as amended, modified and restated from time to time), Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to such other consents, permissions, sanctions and approvals which may be agreed by the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any committee including Nomination and Remuneration Committee), the consent of the Members be and is hereby accorded to create, offer, grant, vest and allot, from time to time, and in one or more tranches, not exceeding 2,00,000 (two lakh) options ("Options") under the amended and restated Advait Infratech Limited Employee Stock Option Scheme-2022 ("Amended ESOP Scheme") as mentioned in Resolution number 1, in one or more tranches, from time to time, to or for the benefit of such person(s) who are in employment of any existing or future Group Company(ies) including the Subsidiary Company(ies) of the Company, Associate Company(ies) of the Company and Holding Company of the Company (together with the stock options proposed to be created / offered / issued / allotted to or for the benefit of such persons who are in employment of the Company in terms of the Amended ESOP Scheme), present and future, including Directors (other than promoter Directors or a person belonging to the promoter group of the company, Independent Directors and Directors holding more than 10% of the outstanding equity shares of the company), whether whole time or otherwise, whether working in India or out of India (hereinafter collectively referred to as "Eligible Employees") on the basis of criteria decided by the Board, and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws), exercisable into more than 2,00,000 (two lakh) equity shares of face value of Rs.10/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified."



**“RESOLVED FURTHER THAT** the Board be and is hereby further authorized to issue and allot equity shares upon exercise of aforesaid Options from time to time in accordance with the Amended ESOP Scheme and such equity shares shall rank pari passu with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and/ sale of division/undertaking or other re-organization, and others, if any additional equity shares are required to be issued by the Company to the shareholders (“Additional Shares”), the aforesaid ceiling of 2,00,000 (two lakh) Options and equity shares respectively to be issued and allotted shall be deemed to increase in the proportion of such Additional Shares issued to facilitate making a fair and reasonable adjustment.”

**“RESOLVED FURTHER THAT** in case the aforesaid equity shares of the Company are either subdivided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Amended ESOP Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value of Rs.10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the company after such sub-division or consolidation, without affecting any other rights or obligations of the said option grantees.”

**“RESOLVED FURTHER THAT** the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Amended ESOP Scheme on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.”

**“RESOLVED FURTHER THAT** the Directors or the Company Secretary be and are hereby authorized severally to take all such steps and actions for the purposes of making relevant filings and registration, if any required including filing to be made with the Registrar of Companies and any other authority in relation to the Amended ESOP Scheme.”



"RESOLVED FURTHER THAT the copies of the foregoing resolution, certified to be true by any of the Directors and/or Company Secretary of the Company, may be furnished to any relevant person(s)/ authority(ies) as and when required be furnished to any relevant person(s)/ authority(ies) as and when required."

Date: 27<sup>th</sup> February, 2023  
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  
CIN: U45201GJ2010PLC059878

Sd/-  
Daisy Mehta  
Company Secretary  
(Mem. No.: A29893)



## NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of sections 102 of the Companies Act, 2013 in respect of the aforesaid item set out in the Notice of Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent ("RTA") or Depository/ Depository Participants ("DP") and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 24<sup>th</sup> February, 2023.
3. Members may note that this Notice will also be available on Company's website at [www.advaitinfra.com](http://www.advaitinfra.com), website of BSE at [www.bseindia.com](http://www.bseindia.com) and website of NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. Members who have not registered their e-mail addresses are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants.
5. In compliance with the requirement of MCA Circulars, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this postal ballot and accordingly, the members are required to communicate their assent or dissent through remote e-voting system only.
6. Members whose names appear on the Register of Members/ List of Beneficial Owners as on cut-off date will be considered for the purpose of voting in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should treat the Notice for information purposes only. Resolution passed by the Members through Postal Ballot through remote e-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of remote e-voting, i.e., 30<sup>th</sup> March, 2023.
7. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
8. Members cannot exercise votes by proxy on Postal Ballot.



9. Results of postal ballot will be announced on or before 3<sup>rd</sup> April, 2023 at the Registered Office of the Company, the same shall be communicated to BSE Limited where the shares of the Company are presently listed. Additionally, the Results will also be uploaded on the Company's website at [www.advaitinfra.com](http://www.advaitinfra.com) and on website of NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

10. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL.

12. Instructions for remote e-voting are provided in the Notice.

13. Resolution passed by the members through postal ballot are deemed to have been passed as if it has been passed at a general meeting by the Members.

14. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 A.M. to 1:00 P.M on any working day upto the completion of Postal Ballot i.e. 30<sup>th</sup> March, 2023.

#### **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 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"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or 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.</li> </ol> |

|   |   |
|---|---|
|   | <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> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store               Google Play       </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>  |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will</li> </ol> |



|  |   |
|--|---|
|  | authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.   |
| Individual Shareholders (holding securities in demat mode) 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. |

**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30         |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33 |





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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| 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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rpap@csrajeshparekh.in](mailto:rpap@csrajeshparekh.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.)



can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@advaitinfra.com](mailto:cs@advaitinfra.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@advaitinfra.com](mailto:cs@advaitinfra.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 1: TO CONSIDER AND APPROVE MIGRATION OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD PLATFORM OF BSE LIMITED:**

As per the migration criteria prescribed by BSE Limited, an issuer whose specified securities are listed on a SME Exchange and whose post issue face value capital is likely to increase beyond Rs. 10 Crore by virtue of any further issue of capital by the issuer, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the market capitalization and other eligibility conditions for listing on the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

As the members of the Company are aware that the equity shares of the Company are listed on SME platform of BSE Limited w.e.f. 25th September, 2020 with paid up share capital of Rs. 5,10,00,000/-.

By virtue of issue of bonus shares in the proportion of 1 (One) Bonus Shares for every 1 (One) Equity was placed before the shareholders in the Extra Ordinary General Meeting held on 14<sup>th</sup> December, 2022.

The post bonus paid up share capital of the Company has increase to Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakh only) and hence the Company shall be eligible to migrate to the main board of BSE Limited, subject to the approval of members, respective stock exchange and such other statutory approvals as and when may be required.

The Board of Directors are of the view that Migration to Main Board will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on the main board in the form of increase in liquidity, visibility



and larger investor participation will accrue to the shareholders. Hence, the Board of Directors of the Company in their meeting held on 23<sup>rd</sup> February, 2023 decided to migrate from SME Platform of BSE Limited to the Main Board of BSE Limited, subject to the approval of members, respective stock exchange and such other statutory approvals as and when may be required.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

Accordingly, the Board recommends the Resolution in the Postal Ballot Notice to be passed as Special Resolution by the Members through Postal Ballot/ e-voting.

**ITEM NO. 02: – TO MAKE AN APPLICATION OF LISTING OF THE COMPANY’S SHARES ON MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE)**

The Company is listed on BSE-SME Platform, w.e.f. 25<sup>th</sup> September, 2020 and becomes eligible to migrate to the Main Board of the BSE Limited by the end of two years of listing on BSE-SME Platform, as per the guidelines specified by the procedures laid down under Chapter IX of SEBI (ICDR) Regulations, 2018. The resolution for the approval of migration from BSE SME Platform to the Main Board of BSE Limited has been proposed for the shareholders’ approval in this Postal Ballot Notice.

Now, the management of the Company wish to simultaneously list the Equity Shares of the Company on the Main Board of National Stock Exchange of India Limited (NSE) as well. Listing of securities of the Company on both the nationwide stock exchanges i.e. BSE and NSE will lead to enhanced recognition of the Company and will open a wide market for investors. The members are, therefore, requested to accord their approval, for the purpose of listing the Company on the Main Board of National Stock Exchange of India Limited (NSE) as set out in this resolution.



Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and their relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the Company. Hence, the aforesaid resolution is placed before the shareholders of the Company for their consent through postal Ballot under section 110 of the Companies Act, 2013.

The Board of Directors of the Company has recommended passing the resolution set out in Item No. 2 of the Notice as a Special Resolution.

Date: 27<sup>th</sup> February, 2023  
Place: Ahmedabad

By Order of the Board of Directors  
ADVAIT INFRATECH LIMITED

Registered Office:  
A-801 to 803 Sankalp Iconic,  
Opp. Vikram Nagar,  
Iscon Temple Cross Road,  
S.G Highway, Ahmedabad- 38005  
CIN: U45201GJ2010PLC059878

Sd/-  
Daisy Mehta  
Company Secretary  
(Mem. No.: A29893)