



ABHISHEK INTEGRATIONS LIMITED

CIN: L74999GJ2017PLC099749

Registered Office: 801, Venus Benecia, Pakvan Dining Lane Opp. Rajpath Club, S G Highway, Bodakdev Ahmedabad – 380053, Gujarat, India

Tel No. 07946048231 Email: abhishekintegrationslimited@gmail.com

Website: www.abhishekintegrations.com

NOTICE OF POSTAL BALLOT AND E-VOTING

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Friday, November 10, 2023 at 09:00 a.m. (IST)	Saturday, December 09, 2023 at 05.00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (“SEBI (LODR) Regulations”), Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”) and the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 (“MCA Circulars”) and other applicable laws and regulations, if any, to consider and pass the Resolution as set out in the Notice of Postal Ballot proposed for passing by the Members of the Company by way of remote e-voting process (“remote e-voting”).

As per Circulars of MCA and SEBI, the Company is sending Postal Ballot Notice along with e-voting instructions (the “Notice”) only by way of e-mail to all its Members who have registered their email addresses with the Company or depository(ies)/ depository participants and the communication of assent/dissent of the Members on the Resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the Members in compliance with the MCA Circulars. A detailed Statement pursuant to Section 102 and other applicable provisions of the Act read with the Rules setting out the material facts concerning the Resolution in this Notice and instructions for e-voting are also annexed to this Notice for your consideration.

The Board of Directors has appointed Mr. Hardikkumar Dhirubhai Jetani (ICSI Membership CP No.22171-FCS No.39498) proprietor of M/s. Hardik Jetani & Associates,

Company Secretaries, as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.

The Company has engaged the services of M/s. National Securities Depository Limited ('NSDL') to provide remote e-voting facility to all its Members. Please note in accordance with the MCA Circulars, the Members can vote only through the remote e-voting process and accordingly, the Company is providing remote e-voting facility to all its Members to cast their votes electronically. Please carefully read the instructions in the Notes to this Notice so as to cast the votes electronically not later than 5.00 P.M. I.S.T. on Saturday, December 09, 2023 at 05.00 p.m. (IST) (the last day to cast votes electronically) to be eligible for being considered. The Scrutinizer will submit his report to the Board of Directors of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Board on or before Monday, December 11, 2023 at the Registered Office of the Company at 801, Venus Benecia, Pakvan Dining Lane Opp. Rajpath Club, S G Highway, Bodakdev Ahmedabad – 380053, Gujarat, India. The results of the Postal Ballot will be posted on the Company's website viz., www.abhishekintegrations.com besides being communicated to the Stock Exchanges viz., National Stock Exchange of India Limited ("NSE") where the Company's shares are listed.

PROPOSED RESOLUTIONS:

SPECIAL BUSINESS:

1. To approve payment of remuneration to Mr. Sanjay Narbada Dubey (DIN: 02218614), Chairman and Managing Director of Company.

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

"RESOLVED THAT further to the resolutions passed at the Extra-Ordinary General Meeting held on 10th February, 2021 for remuneration payable to Mr. Sanjay Narbada Dubey (DIN: 02218614), Chairman and Managing Director of the Company and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to payment of remuneration to Mr. Sanjay Narbada Dubey (DIN: 02218614), Chairman cum Managing Director with effect from 1st February, 2024 for the remaining period of his present term of appointment upto 31st January, 2026, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated below, with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Sanjay Narbada Dubey within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Sanjay Narbada Dubey.

Remuneration:

Basic Salary (other than PF, superannuation and Gratuity), including perquisites and allowances, up to Rs. 60 lakhs per annum.

Perquisites and Allowances :

- a) Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.
- b) Leave Travel Concession for self and family as per rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- d) Conveyance: As per rules of the Company.
- e) Free Telephone Facility at the residence as per rules of the Company.
- f) Leave: As per rules of the Company.
- g) Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Mr. Sanjay Narbada Dubey shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013

Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Chairman & Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

Managing Director shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by him for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board (which includes any Committee thereof).

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Sanjay Narbada Dubey be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.”

2. To approve payment of remuneration to Mrs. Jyoti Sanjay Dubey (DIN: 07177326), Whole-time Director of Company.

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

“RESOLVED THAT further to the resolutions passed at the Extra-Ordinary General Meeting held on 10th February, 2021 for remuneration payable to Mrs. Jyoti Sanjay Dubey (DIN: 07177326), Whole-time Director of the Company and pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(6)(e) and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to payment of remuneration to Mrs. Jyoti Sanjay Dubey (DIN: 07177326), Whole-time Director with effect from 1st February, 2024 for the remaining period of her present term of appointment upto 31st January, 2026, including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated below, with the other terms and conditions of her appointment remaining the same, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Jyoti Sanjay Dubey within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mrs. Jyoti Sanjay Dubey.

Remuneration:

Basic Salary (other than PF, superannuation and Gratuity), including perquisites and allowances, up to Rs. 48 lakhs per annum.

Perquisites and Allowances :

- a. Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.
- b. Leave Travel Concession for self and family as per rules of the Company.
- c. Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per rules of the Company.
- d. Conveyance: As per rules of the Company.
- e. Free Telephone Facility at the residence as per rules of the Company.
- f. Leave: As per rules of the Company.

- g. Other perquisites, allowances, benefits and amenities as per the service rules of the Company, as applicable from time to time.

Commission:

Mrs. Jyoti Sanjay Dubey shall also be paid commission, in addition to salary, perquisites, allowances and others, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board of Directors of the Company at the end of each financial year or a part of the year, subject to overall ceilings stipulated in Section 197 of the Companies Act, 2013

Overall remuneration:

The aggregate of salary, allowances, perquisites and performance bonus in any one financial year shall not exceed the limits prescribed under Section 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any modifications or re-enactment for the time being in force

Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Whole-time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 as may for the time being be in force.

A Whole-time Director shall be entitled to be paid / reimbursed by the Company all costs, charges & expenses including entertainment expenses as may be reasonably incurred by her for the purpose of or on behalf of the Company subject to such ceiling as may be decided by the Board (which includes any Committee thereof).

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mrs. Jyoti Sanjay Dubey be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law."

By Order of the Board

Sd/-

Hetal Vaghela

Company Secretary

ACS: 64233

Place: Ahmedabad

Date: 06/11/2023

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act, read with Rule 22 of the Rules each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 ("MCA Circulars"), the Notice is being sent in electronic form only by email to those members whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") and Registrar and Share Transfer Agent of the Company i.e. Accurate Securities & Registry Pvt. Ltd, ("RTA") as on 3rd November, 2023 ("Cut-Off Date") and who have or will register their email address with their Depository Participant(s) ("DPs") or with RTA in accordance with the process outlined in this Notice.
3. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on the Cut-Off date. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, as amended, read together with the Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI (LODR) Regulations"), Secretarial Standard-2 issued by the Institute of Company Secretaries of India, MCA Circulars and SEBI Circulars, the Company is pleased to offer remote e-voting facility to its Members. The Company has engaged the services of NSDL to provide remote e-voting facility to enable the Members to cast their votes electronically (hereinafter referred to as the "remote e-voting"). In accordance with the MCA Circulars and SEBI Circulars, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
5. Members may also note that the Postal Ballot Notice will also be available for download on the Company's website www.abhishekintegrations.com and on the website of stock exchanges (where the shares of the Company are listed i.e. the NSE and on the website of the depositories.
6. The remote e-voting period commences on Friday, November 10, 2023 at 09:00 a.m. (IST) and ends on Saturday, December 09, 2023 at 05.00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, the Members of the Company holding shares in physical or electronic form, as on the Cut-Off Date, may cast their vote by electronic means in the manner and process as mentioned in this Notice. Once the vote is cast by the Member, the Member shall not be allowed to change it or cast the vote again.
7. The Board of Directors has appointed Mr. Hardikkumar Dhirubhai Jetani (ICSI Membership CP No.22171-FCS No.39498) proprietor of M/s. Hardik Jetani & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot by way of remote e-voting process, in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Board of Directors of the Company after completion of the scrutiny of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The result of the Postal Ballot will be announced by Board the Company on or before Monday,

December 11, 2023 i.e. not later than two working days from the conclusion of remote e-voting at the registered office of the Company.

9. The result of the Postal Ballot along with the Scrutinizer's Report will be placed on the Company's website www.abhishekintegrationslimited.com and shall be communicated to the Stock Exchanges where the Company's shares are listed.
10. The Resolution, if approved by the requisite majority of Members, shall be deemed to have been passed on the last date of remote e-voting, i.e., December 09, 2023.
11. Relevant documents relating to the Postal Ballot Notice and the Statement pursuant to Section 102 of the Act shall be made available for inspection by the Members in accordance with applicable statutory requirement based on requests received by the Company for inspection at abhishekintegrationslimited@gmail.com up to December 09, 2023.
12. Dispatch of the Notice and the Explanatory Statement shall be published through an advertisement in one Regional Newspaper, widely circulated in Gujarat (in vernacular language i.e., Gujarati) and one English Newspaper circulated throughout India (in English Language) and shall be hosted at the Company's website at www.abhishekintegrations.com.
13. Ms. Hetal Vaghela, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal ballot e-voting. Her details are as follows:

Name: Ms. Hetal Vaghela

Designation: Company Secretary and Compliance Officer

Email id: abhishekintegrationslimited@gmail.com

14. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s Accurate Securities & Registry Pvt. Ltd, 203, Shangrila Arcade, Above Samsung Showroom, Nr. Shyamal Cross Road, Satellite, Ahmedabad - 380015 through email at investor@accuratesecurities.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
15. Procedure and instructions of remote e-voting are detailed below





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

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

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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.nsd.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 options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL

account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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 hardikjetaniandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sachin Kareliya at evoting@nsdl.co.in

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

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL 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 abhishekintegrationslimited@gmail.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 abhishekintegrationslimited@gmail.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 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.

Explanatory Statement
[PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("ACT")]

Item Nos. 1 and 2

The Members of the Company at the Extra-Ordinary General Meeting held on 10th February, 2021, passed special resolution and approved the appointment of Mr. Sanjay Narbada Dubey, Chairman & Managing Director and Mrs. Jyoti Sanjay Dubey, Whole -time Director for a period of 5 (Five) years effective from 1st February, 2021 to 31st January, 2026 and payment of remuneration for a period of 3 years effective from 01st February, 2021 to 31st January, 2024.

Considering the present market conditions and growth of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors at their respective meetings held on November 05, 2023 approved the payment of same as existing remuneration to Mr. Sanjay Narbada Dubey and Mrs. Jyoti Sanjay Dubey for their remaining period of present term of appointment upto 31st January, 2026 as stated in the aforesaid Resolutions.

The information pursuant to Schedule V of the Act, as amended, are given in Annexure-I forming part of this Notice.

Details as required under Revised Secretarial Standard on General Meeting (SS-2) with respect to payment of remuneration to such Directors is given in the Annexure-II to this Notice.

The Board of Directors, therefore, recommend the Resolution no 1 and 2 to be passed as a Special Resolutions by the Members.

The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors. The Company has not issued any Non-Convertible Debentures.

Except Mr. Sanjay Narbada Dubey, Mrs. Jyoti Sanjay Dubey, Mr. Narbada Bhujavan Dwivedi and their relatives none of the directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in the aforesaid resolutions no 1 and 2 except to the extent of their shareholding, if any, in the Company.

ANNEXURE-I

The information pursuant to Schedule V of the Act, as amended, and as required under Revised Secretarial Standard on General Meeting (SS-2)

I. General information:

1. **Nature of industry:** the Company is mainly engaged into development, maintenance and operating of airport, to carry out detailed studies for the airport project inclusive of physical/engineering surveys and investigation, concept planning, detailed master planning, detailed design and engineering and trading of Electrical Goods and Coal Trading activity.

2. Date or expected date of commencement of commercial production: the Company has commenced its business since inception.

3. Financial performance based on given indicators: (Rs. In Lakhs)

Particulars	2020-21	2021-22	2022-23
Revenue from Operation	235.47	1324.60	2255.18
Less: Expenses	219.99	1268.08	2171.17
Profit Before Tax	(15.57)	62.00	90.87
Less:			
- Current Tax	4.05	9.68	22.22
- Deferred Tax	0.34	1.98	1.41
Profit for the Year	11.87	50.37	67.25

4. Foreign investments or collaborations, if any. : The Company does not have any foreign investments or collaborations.

II. Information about the Directors:

Sl. No.	Particulars	Mr. Sanjay Narbada Dubey	Mrs. Jyoti Sanjay Dubey
1	Background details	Mr. Sanjay Narbada Dubey is a Bachelor in Engineering (Electrical) from Government Engineering College, Hemchandracharya, North Gujarat University, Patan. He has rich and varied experience in electrical and related works especially in International and National Airports throughout India.	Mrs. Jyoti Sanjay Dubey is an Arts Graduate in Psychology from M. B. Patel Rashtrabhasha Vinayan Aur Vanijya Mahavidyalaya College, from Gujarat University, Ahmedabad. She has rich experience in Human Resources field. She is very efficient and dedicated towards the work and with the skills of HR, her knowledge would be of immense help to the Company a lot. She is keen in making fast decision and tackling perfectly administrative Department & cordially co-ordinating.
2	Past remuneration	Basic Salary (other than PF, superannuation and Gratuity), including perquisites and allowances, up to Rs. 60 lakhs per annum	Basic Salary (other than PF, superannuation and Gratuity), including perquisites and allowances, up to Rs. 48 lakhs per annum
3	Recognition or awards	No	No
4	Job profile and his Suitability	As specified in the background details point no. 1 above	As specified in the background details point no. 1 above
5	Remuneration proposed	Basic Salary (other than PF, superannuation and Gratuity), including perquisites and	Basic Salary (other than PF, superannuation and Gratuity), including perquisites and

		allowances, up to Rs. 60 lakhs per annum	allowances, up to Rs. 60 lakhs per annum
6	Comparative remuneration profile 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)	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.	The remuneration proposed, is reasonably in line with the remuneration in similar sized companies in the same segment of business.
7	Pecuniary relationship directly or indirectly with the Company	Mr. Sanjay Narbada Dubey is a promoter of the Company and holds equity shares of the Company. He is also receiving remuneration as a Chairman and Managing Director of the Company.	Mrs. Jyoti Sanjay Dubey holds equity shares of the Company. She is also receiving remuneration as a Whole-time Director of the Company.
8	Relationship with other Directors & KMP	Mrs. Jyoti Sanjay Dubey, Whole-time Director - Spouse Mr. Narbada Bhujavan Dwivedi, Non-Executive Non-Independent Director- Father	Mr. Sanjay Narbada Dubey - Chairman and Managing Director - Spouse

III. Other information:

- Reasons of loss or inadequate profits:
Revenue of the Company is growing every year accordingly, the Company continues to earn profit each year.
- Steps taken or proposed to be taken for improvement:
The Company has taken necessary steps to increase the sales and profitability of the Company.
- Expected increase in productivity and profits in measurable terms:
The Company has drawn up an Annual Business Plan which it will endeavour to achieve.

ANNEXURE-II

Details of the Directors seeking revision in remuneration pursuant to SS-2 (Revised)

Particulars	Mr. Sanjay Narbada Dubey (DIN: 02218614), Chairman & Managing Director	Mrs. Jyoti Sanjay Dubey (DIN: 07177326), Whole-time Director
DIN	02218614	07177326
Date of Birth / Age	15/07/1976 (46 Years)	25/05/1976 (46 Years)
Nationality	Indian	Indian

Educational Qualification	Bachelor in Engineering (Electrical)	Bachelor of Arts from Gujarat University
Experience including expertise in specific functional areas / Brief Resume	He is having 2 decades of experience in electrical and related works especially International and National Airports throughout India	Having experience of more than 5 years in Human Resources field.
Date of first appointment on Board	10/11/2017	10/11/2017
Directorship held in other Companies	-	-
No. of shares held	3815220	220950
Details of remuneration last drawn	50.54 lakhs/-	48.00 lakhs
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the Bank	Mr. Sanjay Narbada Dubey is spouse of Mrs. Jyoti Sanjay Dubey and Son of Mr. Narbada Bhujavan Dwivedi.	Mrs. Jyoti Sanjay Dubey is spouse of Mr. Sanjay Narbada Dubey.
Number of Board Meetings attended during the FY 2022-23	13 (Thirteen)	13 (Thirteen)
Details of Directorships, Membership/ Chairmanship of Committees of other Boards*	Membership - 2 Committees	Membership - 1 Committees
Terms and conditions of appointment / re-appointment including remuneration sought to be paid	As stated in Explanatory Statement	As stated in Explanatory Statement

*Directorships include directorships of other Indian Public Companies and Committee memberships include only Audit Committee and Stakeholders' Relationship Committee (whether listed or not)

Place: Ahmedabad
Date: 06/11/2023

By Order of the Board
Sd/-
Hetal Vaghela
Company Secretary
ACS: 64233