

ABHA PROPERTY PROJECT LIMITED

CIN: L51909WB2001PLC093941

29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013

Tel: +91 033 6644 7200; Fax: +91 033 6644 7201; Email ID: abhaproperty@gmail.com

Website: www.abhaproperty.in

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of Abha Property Project Limited (hereinafter referred to as 'the Company') will be held on **Friday, 25th August 2023 at 11.00 A.M.** at the registered office at 29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the company for the financial year ended 31st March 2023 together with the Reports of Auditors and the Board of Directors thereon and the Audited Consolidated Financial Statement of the company for the financial year ended 31st March 2023 together with the Report of Auditors thereon.
2. To appoint a Director in place of Sri Amit Agarwalla (DIN: 00338081), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint and to fix the remuneration of the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED That pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of members be and is hereby accorded to appoint M/s Rajgaria & Associates, Chartered Accountants, having Registration No. 314241E, as Statutory Auditor of the Company whose appointment was approved by the Board of Directors on 18th July, 2023 to fill the casual vacancy caused by the resignation of M/s. A.K. Gutgutia & Associates, previous Auditor and M/s. Rajgaria & Associates shall hold office as the Statutory Auditor of the Company till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company."

"RESOLVED FURTHER That pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof and for the time being in force), M/s.

Rajgaria & Associates, Chartered Accountants (Firm Registration No.: 314241E), be and are hereby appointed as the Statutory Auditors of the Company and to hold office for five consecutive years commencing from the conclusion of 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting to be held in the year 2028 to carry on the statutory audit from the financial year 2023-2024 to 2027-2028, on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER That the Board of Directors and/or any Committee and/or any person authorised by the Board, be and is hereby severally authorized to avail the other services that can be rendered by M/s. Rajgaria & Associates, Chartered Accountants and to fix their remuneration for such services and to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS:

4. To appoint Smt Mandeep Kaur Jaiswal (DIN: 10077160) as Independent Director of the company and in this regard 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 the provisions of Section 161 of the Companies Act, 2013 read with relevant Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to appoint Smt. Mandeep Kaur Jaiswal (DIN:10077160) as a Director of the Company who was appointed as an Additional Director (category - Non-Executive & Independent) by the Board of Directors at its meeting held on 29th May, 2023 and who being eligible, offers herself to become a Director of the Company, not liable to retire by rotation.

“**RESOLVED FURTHER That** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to appoint Smt. Mandeep Kaur Jaiswal (DIN:10077160), as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from 29th May, 2023.”

“RESOLVED FURTHER That any one of the Directors or company secretary be and are hereby severally authorized to sign and execute all such documents and papers, as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

5. To appoint Smt Ayushi Khaitan (DIN: 10171829) as Independent Director of the company and in this regard 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 the provisions of Section 161 of the Companies Act, 2013 read with relevant Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to appoint Smt. Ayushi Khaitan (DIN:10171829), as a Director of the Company who was appointed as an Additional Director (category - Non-Executive & Independent) by the Board of Directors at its meeting held on 29th May, 2023 and who being eligible, offers herself to become a Director of the Company, not liable to retire by rotation.

“RESOLVED That pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof and subject to such approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded to appoint Smt. Ayushi Khaitan (DIN:10171829), as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from 29th May, 2023.”

“RESOLVED FURTHER THAT any one of the Directors or company secretary be and are hereby severally authorized to sign and execute all such documents and papers, as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

6. To adopt new set of the Articles of Association of the Company in accordance with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass **with or without modification(s), if any, the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 read with Companies (Incorporation) Rules, 2014 and Section 110 of the Companies Act, 2013 (the **“Companies Act”**) as amended, read with Rule 22 of Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and

such other rules and regulations, as may be applicable, and such other approvals, permissions, consents as may be required, the new set of Articles of Association be and are hereby approved and adopted in substitution for, and to the entire exclusion, of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

7. To increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association and in this regard to consider and if thought fit, to pass with or without modification(s), if any, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Rules made thereunder, the consent of the members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company from Rs.1,90,00,000/- (Rupees One Crore Ninety Lakhs only) divided into 19,00,000 (Nineteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 11,40,00,000/- (Rupees Eleven Crores Forty Lakhs only) divided into 1,14,00,000 (One Crore Fourteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 94,99,900 (Ninety Four Lakhs Ninety-Nine Thousand Nine Hundred) equity shares of Rs. 10/-(Rupees Ten only) each ranking pari-passu with the existing equity shares and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V as under:

“The Authorised Share capital of the Company is Rs. 11,40,00,000/- (Rupees Eleven Crores Forty Lakhs only) divided into 1,14,00,000 (One Crore Fourteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the regulation of the Company and to vary, modify or abrogate any such privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and to consolidate or sub-divide the shares and issue shares of higher or lower denominations.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby singly authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the aforesaid resolution.”

Registered Office:
29, Ganesh Chandra Avenue,
4th floor, Room No 407, Kolkata- 700013
Tel.: 033-6644 7200
Email: abhaproperty@gmail.com
Web: www.abhaproperty.in
CIN: L51909WB2001PLC093941

By Order of the Board
For **Abha Property Project Limited**

Sd/-

Santanu Kumar Hazra
Company Secretary

Date: 27/07/2023

Place: Kolkata

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as 'the Act') in respect of Item No. 3 to 7 to be transacted at the 37th Annual General Meeting (hereinafter referred to as ('the AGM') in annexed hereto.
2. Relevant details as required under SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, of person seeking appointment/re-appointment as Director under Item No. 2 & 4 to 5 of the Notice, is annexed hereto.
3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE. MEMBERS ARE REQUESTED TO NOTE THAT A PERSON CAN ACT AS PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. In compliance with the relevant MCA Circulars and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 read with SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023, issued by Equity Shares and Exchange Board of India (hereinafter referred to as 'SEBI'), Notice of the Meeting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.abhaproperty.in, websites of the Calcutta Stock Exchange Ltd. ('CSE') as & when the same may be submitted and made available in the stock exchange website.

Members, who have not yet registered their e-mail addresses with the Company or their respective Depository Participant, are therefore requested to register the same at the earliest.

Further, please be informed that all the Members who have registered their e-mail addresses or

not, are entitled to receive the Notice in physical form free of cost, upon specific request made by them to the Company.

5. Members are requested to take a note of the circulars issued by SEBI bearing No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3 November 2021 on 'Common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination' read with No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14 December 2021; and No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 on 'Issuance of Equity Shares in dematerialized form in case of Investor Service Requests'. As per the said circulars, all members holding shares in physical form are mandatorily required to update their PAN, KYC details and nomination with the Company / RTA. In case any of these details are not updated the shares will be frozen. The prescribed forms for updating these details are available on the website of the Share Registrar and Transfer Agent at <https://www.mdpl.in>.
6. The Board of Directors of the Company has appointed Ms. Roashni Kumari Gupta, Proprietor of Roshni K Gupta & Associates, Practicing Company Secretary, Membership No.: 51189, C.P. No.: 26202 as the Scrutinizer for conducting the E-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting process will be declared within 2 working days from the last date of e-voting at the Registered Office of the Company. The result of the e-voting, along with the Scrutinizer's Report will be posted on the Company's website and shall be communicated to all the Calcutta Stock Exchange Ltd. where the equity shares of the Company are listed.
7. Resolutions, if passed by the requisite majority, shall be deemed to have been passed on 25th August, 2023 i.e., the day of annual general meeting for e-voting. Resolutions passed by Members with requisite majority, through e-voting shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
8. The physical copies of this Notice and all documents referred to in this Notice and the Explanatory Statement thereto and other documents as required under the law are available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting.
9. Details of the Director proposed to be re-appointed as required in terms of SEBI Listing Regulations and Secretarial Standards on General Meetings ("Secretarial Standards – 2") issued by The Institute of Company Secretaries of India, has been provided in the Explanatory Statement and form an integral part of this Notice.
10. Any person, who becomes the Member of the Company after dispatch of this Notice and holds shares as on the cut-off date i.e. Friday, 18th August, 2023 may obtain the login ID and password by sending a request to the Company or its Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited (hereinafter referred to as 'RTA') at 5th Floor, 23, R. N. Mukherjee Road, Kolkata-700001 (Mr. S. K. Chaubey), Phone No.: 033-2248-2248; e-mail: mdpldc@yahoo.com.
11. However, if a Member is already registered with CDSL or NSDL for e-voting then he can use his existing user ID and password for casting his vote. If a Member forgot his password, he can reset his password by using "Forgot Password" option available on www.evotingindia.com.

12. **E-voting :-**

- a) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.
- b) Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/available at the venue of the Meeting.
- c) Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
- d) The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
- e) A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
- f) The Register of Members and Share Transfer Books of the Company shall remain closed from August 19, 2023 to August 25, 2023 (both days inclusive) for the purpose of Annual General Meeting.
- g) The brief profile of the Directors proposed to be appointed / re-appointed, is given in the Note No. 14 to the Notice.
- h) Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
- i) The Notice of the AGM along with the Annual Report for F.Y. 2022-23 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these abovementioned documents will also be available on the Company's website www.abhaproperty.in by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred mail address.
- j) As mandated by The Securities and Exchange Board of India (SEBI), every participant in the Equity Shares market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.

13. **Voting through electronic means**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Equity Shares Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on 22 Aug 2023 (9:30 am) and ends on 24 Aug 2023 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18 Aug 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

The remote e-voting period begins on 22 Aug 2023 at 9:30 A.M. and ends on 24 Aug 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August, 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 Equity Shares in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding Equity Shares 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 Equity Shares in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding Equity Shares in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL 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.

	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <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>
Individual Shareholders holding Equity Shares in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account.

	After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding Equity Shares 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 Equity Shares in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding Equity Shares in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding Equity Shares in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding Equity Shares in demat mode and shareholders holding Equity Shares 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. 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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 roshni.gupta0088@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 18th August, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding Equity Shares in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 18th August, 2023 may follow steps mentioned in the Notice of the AGM under Step 1 : “Access to NSDL e-Voting system”(Above).
3. 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.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@adhirajdistributors.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 info@adhirajdistributors.com. If you are an Individual shareholders holding Equity Shares in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding Equity Shares 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 Equity Shares 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.

14. **Brief profile of the Directors proposed to be appointed/re-appointed as below:**

a) Mr. Amit Agarwalla

Name of Director	Mr. Amit Agarwalla
Director Identification Number (DIN)	00338081
Date of Birth and Age	27 August 1971; 51 years
Qualification	Graduate
Experience	25 years
Date of first appointment on the Board of Directors of the Company	1-06-2019
The number of Meetings of the Board attended during the year 2022-2023	Attended 5 out of 5 Board Meetings
Nature of expertise in specific functional areas	Experienced in various facets of refractory industry including in the field of administration, production and management.
Name(s) of other companies in which directorships are held	ABHA PROPERTY PROJECT LIMITED ANJANEY FERRO ALLOYS LTD. ORNATE TIE UP PVT LTD KHARKIA ENCLAVE PRIVATE LIMITED

Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	ABHA PROPERTY PROJECT LIMITED - Member of Stakeholders Relationship Committee.
Shareholding in the Company including shareholding as a beneficial owner	NIL
Number of ESOPs granted	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	Mr. Amit Agarwalla, Managing Director, brother of Mr. Sumit Agarwalla, Director of the Company.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	No remuneration/Sitting fees was paid
The remuneration last drawn (financial year 2022-2023)	NIL

b) Ms. Mandeep Kaur Jaiswal

Name of Director	Ms. Mandeep Kaur Jaiswal
Director Identification Number (DIN)	10077160
Date of Birth and Age	26 May 1990; 33 years
Qualification	Company Secretary
Experience	6 years
Date of first appointment on the Board of Directors of the Company	29-May-2023
The number of Meetings of the Board attended during the year 2022-2023	N.A.
Nature of expertise in specific functional areas	Smt. Mandeep Kaur Jaiswal, aged 32 years, is holding Directorship in Anubhav Infrastructure Limited & Multicon Realty Limited. Smt. Mandeep Kaur Jaiswal is a qualified Company Secretary and a member of the Institute of Company Secretaries of India ("ICSI"), New Delhi. Ms. Mandeep Kaur Jaiswal has the knowledge in the field of Corporate laws..
Name(s) of other companies in which directorships are held	1. Anubhav Infrastructure Limited 2. Multicon Realty Limited
Name(s) of the listed entities from which resigned in the past three years	None
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	<ul style="list-style-type: none"> Anubhav Infrastructure Limited (Nomination & Remuneration Committee-Member)

Shareholding in the Company including shareholding as a beneficial owner	NIL
Number of ESOPs granted	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the company	None
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Remuneration by way of fee for attending each meeting of the Board of Directors or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors.
The remuneration last drawn (financial year 2022-2023)	NIL

c) Ms. Ayushi Khaitan

Name of Director	Ms. Ayushi Khaitan
Director Identification Number (DIN)	10171829
Date of Birth and Age	6 September 1993; 30 years
Qualification	B. Com (Hons.) & Company Secretary
Experience	7 years
Date of first appointment on the Board of Directors of the Company	29-May-2023
The number of Meetings of the Board attended during the year 2022-2023	Nil
Nature of expertise in specific functional areas	Ms. Ayushi Khaitan, is qualified Company Secretary, earned CS degree from the Institute of Company Secretaries of India ("ICSI"), New Delhi. Ms. Ayushi Khaitan has a knowledge in the field of corporate laws, SEBI & was a practicing company secretary for some years.
Name(s) of other companies in which directorships are held	None
Name(s) of the listed entities from which resigned in the past three years	None
Name(s) of other companies in which Committee chairmanship(s)/membership(s) are held	None
Shareholding in the Company including shareholding as a beneficial owner	None
Number of ESOPs granted	None

Relationship with other Directors, Manager and Key Managerial Personnel of the company	Nil
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Remuneration by way of fee for attending each meeting of the Board of Directors or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors.
The remuneration last drawn (financial year 2022-2023)	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS 'THE ACT') IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (HEREINAFTER REFERRED TO AS 'THE MEETING or AGM'):

ITEM NO. 3

M/s A. K. Gutgutia & Associates Chartered Accountants, (FRN: 327314E), Statutory Auditor of the Company was resigned with effect from 23/06/2023 and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors at its meeting held on 18/07/2023 was approved the appointment of M/s. Rajgaria & Associates, Chartered Accountants [FRN: 314241E], as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/s A. K. Gutgutia & Associates who shall hold office till the conclusion of the ensuing Annual General Meeting, subject to the approval of the members.

Subsequently, the Board has recommended the re-appointment of M/s. Rajgaria & Associates, Chartered Accountants [FRN: 314241E], to continue to act as the Statutory Auditors of the Company to the members at the ensuing Annual General Meeting for a period of 5 years from the conclusion of ensuing Annual General Meeting until the conclusion of Annual General Meeting to be held in the year 2028 on a remuneration of Rs. 42,000/- plus applicable taxes and reimbursement of actual out of pocket expenses to be incurred in connection with the financial audit as may be decided by the Board of Directors from time to time.

The Board recommends their appointment including the re-appointment of the said auditor along with fixing their remuneration to the members for their consideration.

ITEM NO. 4

Smt Mandeep Kaur Jaiswal (DIN: 10077160) was appointed as an Additional Director, (Category with effect from 29 May 2023 by the Board of Directors at their meeting held on 29 May 2023 pursuant to section 161 of the Companies Act, 2013 who shall holds office as an Additional Director till the conclusion of ensuing Annual General Meeting, subject to the approval of shareholders for consideration of appointment as a Director at the upcoming AGM thereat.

The said appointment of Smt Mandeep Kaur Jaiswal as an Additional Director (category - Non-Executive & Independent) needs to be regularised though Shareholders' approval at an ensuing general meeting within three months from the date of appointment i.e. 29.05.2023 Hence, the proposal for appointment as a Director is sought before the members for their consideration.

Subsequently, the Board of Directors, at its Meeting held on 29th May, 2023 has also considered & approved the appointment of Smt. Mandeep Kaur Jaiswal (DIN:10077160) as an Independent Director for a term of 5 (five) consecutive years with effect from 29th May, 2023, subject to the approval of Shareholders at the ensuing general meeting, therefore, the proposed re-appointment was sought before the upcoming AGM for consideration of the Members.

Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') provides that an independent director shall be eligible for appointment on passing of special resolution by the Company.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Smt. Jaiswal as well as requisite declarations and consent received from him pursuant to the applicable provisions of the Act and SEBI Listing Regulation including declaration to the effect that she meets the criteria of Independence as prescribed under Section 149(6) of the Act as well as the SEBI Listing Regulations; formed an opinion that he continue to possess the skills and capabilities required for the role of an Independent Director and that her continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended her appointment, for second term of 5 (Five) consecutive years with effect from 29 May 2023, to the Board of Directors of the Company

The Board of Directors at its meeting held on 29 May 2023 considered the said recommendation of the Nomination and Remuneration Committee along with the said report of performance evaluation and the declarations received from Smt. Jaiswal under the Act and SEBI Listing Regulations and after undertaking due assessment of the veracity of such declarations received from Smt. Jaiswal, formed an opinion that Smt. Jaiswal continues to be independent of the management as well as she is a person of integrity and possesses requisite expertise and qualification required by the Company to discharge his duty as an Independent Director. Further, it was concluded that her association as an Independent Director of the Company is desirable and will benefit the Company. She possesses relevant expertise and experience in corporate laws sectors.

Accordingly, the Board of Directors at the said meeting appointed Smt. Jaiswal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, on the Board of Directors of the Company, with effect from 29 May 2023 at a remuneration to be paid by way of fee for attending each meeting of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

A copy of letter of appointment of Smt Mandeep Kaur Jaiswal setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting.

Notice under Section 160 of the Act proposing the re-appointment of Smt. Jaiswal has been received. Smt. Jaiswal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 4 of this Notice for approval by the Members.

Smt. Jaiswal and her relatives are deemed to be interested in the proposed resolution as set out at Item No. 4 of this Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of this Notice.

ITEM NO. 5

Smt Ayushi Khaitan (DIN:10171829) was appointed as an Additional Director, with effect from 29 May 2023 by the Board of Directors at their meeting held on 29 May 2023 pursuant to section 161 of the Companies Act, 2013 and she holds office as an Additional Director till the conclusion of ensuing Annual General Meeting, subject to the approval of shareholders for consideration of appointment as a Director at the upcoming AGM thereat.

The said appointment of Smt Ayushi Khaitan as an Additional Director (category - Non-Executive & Independent) needs to be regularised through Shareholders' approval at an ensuing general meeting within three months from the date of appointment i.e. 29.05.2023. Hence, the proposal for appointment as a Director is sought before the members for their consideration.

Subsequently, the Board of Directors, at its Meeting held on 29th May, 2023 has also considered & approved the appointment of Smt Ayushi Khaitan (DIN: 10171829) as an Independent Director for a term of 5 (five) consecutive years with effect from 29th May, 2023, subject to the approval of Shareholders at the ensuing general meeting, therefore, the proposed re-appointment was sought before the upcoming AGM for consideration of the Members.

Section 149 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations') provides that an independent director shall be eligible for appointment on passing of special resolution by the Company.

The Nomination and Remuneration Committee on the basis of the report of performance evaluation of Smt. Khaitan as well as requisite declarations and consent received from him pursuant to the applicable provisions of the Act and SEBI Listing Regulation including declaration to the effect that she meets the criteria of Independence as prescribed under Section 149(6) of the Act as well as the SEBI Listing Regulations; formed an opinion that he continue to possess the skills and capabilities required for the role of an Independent Director and that her continued association will be beneficial for the Company and it is therefore desirable to continue to avail his service as an Independent Director. Accordingly, the Committee recommended her appointment, for second term of 5 (Five) consecutive years with effect from 29 May 2023, to the Board of Directors of the Company

The Board of Directors at its meeting held on 29 May 2023 considered the said recommendation of the Nomination and Remuneration Committee along with the said report of performance evaluation and the declarations received from Smt. Khaitan under the Act and SEBI Listing Regulations and after undertaking due assessment of the veracity of such declarations received from Smt. Khaitan, formed an opinion that Smt. Khaitan continues to be independent of the management as well as she is a person of integrity and possesses requisite expertise and qualification required by the Company to discharge his duty as an Independent Director. Further, it was concluded that her association as an Independent Director of the Company is desirable and will benefit the Company. She possesses relevant expertise and experience in corporate laws sectors.

Accordingly, the Board of Directors at the said meeting appointed Smt. Khaitan as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (Five) consecutive years, on the Board of Directors of the Company, with effect from 29 May 2023 at a remuneration to be paid by way of fee for attending each meeting of the Board of Directors or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors.

A copy of letter of appointment of Smt. Ayushi Khaitan setting out the terms and conditions of his appointment is available for inspection at the Registered Office of the Company from 10:00 a.m. to 5:00 p.m. on all working days up to the date of the Meeting.

Notice under Section 160 of the Act proposing the re-appointment of Smt. Khaitan has been received. Smt. Khaitan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board of Directors, therefore, recommend the Special Resolution as set out at Item No. 5 of this Notice for approval by the Members.

Smt. Khaitan and his relatives are deemed to be interested in the proposed resolution as set out at Item No. 5 of this Notice.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of this Notice.

ITEM NO. 6

The existing Articles of Association of the Company, based on the Companies Act, 1956 are no longer in conformity with the 2013 Act. Upon enactment of the Companies Act, 2013, several regulations of Articles of Association require alteration/deletion. Given this position, it is considered expedient to adopt a new set of Articles of Association (primarily based on Table F set out under Schedule I to the Companies Act, 2013) in place of existing Articles of Association, instead of amending it by alteration/incorporation of provisions of 2013 Act. In terms of Section 14 of 2013 Act, consent of Members by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of this Notice.

ITEM NO. 7

Presently, the Authorised Share Capital of the Company is 1,90,00,000/- (Rupees One Crore Ninety Lakhs only) divided into 19,00,000 (Nineteen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. In order to facilitate rights issue and to raise further share capital, if any, it is proposed to increase the Authorised Share Capital to Rs. 11,40,00,000/- (Rupees Eleven Crores Forty Lakhs only) divided into 1,14,00,000 (One Crore Fourteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each.

The resolution set out in Item No. 7 seeks to alter the Capital clause of the Memorandum of

Association of the Company by increasing the authorised share capital of the Company from 1,90,00,000/- (Rupees One Crore Ninety Lakhs only) divided into 19,00,000 (Nineteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 11,40,00,000/- (Rupees Eleven Crores Forty Lakhs only) divided into 1,14,00,000 (One Crore Fourteen Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each by creation of 94,99,900 (Ninety Four Lakhs Ninety-Nine Thousand Nine Hundred) equity shares of Rs. 10/-(Rupees Ten only) each.

The issue of equity shares on right basis requires member's approval pursuant to Sections 13 and 61 of the Companies Act, 2013, to carry out the amendments to the memorandum of association of the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Special Resolution.

The Directors or Key Managerial Personnel or their relatives do not have any concern or interest, financial or otherwise, in passing of the said Special Resolution, except to the extent of their shareholding in the Company.

Registered Office:

29, Ganesh Chandra Avenue,
4th floor, Room No 407, Kolkata- 700013

Tel.: 033-6644 7200

Email: abhaproperty@gmail.com

Web: www.abhaproperty.in

CIN: L51909WB2001PLC093941

By Order of the Board
For **Abha Property Project Limited**

Sd/-

Santanu Kumar Hazra
Company Secretary

Date: 27/07/2023

Place: Kolkata

ABHA PROPERTY PROJECT LIMITED

CIN: L51909WB2001PLC093941

29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013

Tel: +91 033 6644 7200; Fax: +91 033 6644 7201; Email ID: abhaproperty@gmail.com

Website: www.abhaproperty.in

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the 37th **Annual General Meeting** of the Company being held on Friday, the August 25, 2023 at 11:00AM at the registered office at 29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013.

Serial No : _____

Name and Registered Address of the

Sole/first named Member :

Name(s) of the Joint Member(s), if any :

Regd Folio No./DP ID/Client ID No. :

Number of shares held :

Name of the Proxy/Representative :

Signature of the Member / Proxy /
Authorized Representative

NAME OF THE HOLDER	FOLIO/DPID/CLIENT ID NO.	NO. OF SHARES

FOR ATTENTION OF MEMBERS

Members may please note the electronic voting particulars are set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Annual General Meeting notice.

ELECTRONIC VOTING PARTICULARS

EVEN CE-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please follow the e-voting instructions mentioned in the Notice.

ABHA PROPERTY PROJECT LIMITED

CIN: L51909WB2001PLC093941

29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013

Tel: +91 033 6644 7200; Fax: +91 033 6644 7201; Email ID: abhaproperty@gmail.com

Website: www.abhaproperty.in

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./DP ID and Client ID:

I/We, being the member(s) of Power Finance Corporation Limited holding.....shares of the company, hereby appoint:

1. Name: Email ID:

Address: Signature:, or failing him/her

2. Name: Email ID:

Address: Signature:, or failing him/her

3. Name: Email ID:

Address: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General meeting of the Company being held on Friday, the August 25, 2023 at 11.00 a.m. at the registered office at 29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013 and at any adjournment thereof in respect of resolutions for following businesses :

Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statement and the Audited Consolidated Financial Statement of the company for the financial year ended 31st March 2023 together with the Reports of Auditors and the Board of Directors thereon and the Audited Consolidated Financial Statement of the company for the financial year ended 31st March 2023 together with the Report of Auditors thereon.		
2.	To appoint a Director in place of Sri Amit Agarwalla (DIN: 00338081), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint and to fix the remuneration of the Statutory Auditors of the Company.		
Special Business			
4.	To appoint smt. Mandeep Kaur Jaiswal (DIN:10077160) as an Independent director of the Company.		
5.	To appoint Smt Ayushi Khaitan (DIN: 10171829) as Independent Director of the company.		
6.	To adopt new set of the Articles of Association of the Company in accordance with the Companies Act, 2013.		
7.	To increase in Authorised Share Capital and Alteration of the Capital Clause of the Memorandum of Association		

Signed this..... day of.....2023

Signature of

shareholder Signature of Proxy holder(s)

(Affix Revenue Stamp of appropriate value)

NOTES:

1. This form of Proxy in order to be effective should be duly completed and stamped and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.
2. In terms of Clause 6.4.1 of Secretarial Standard – 2 on General Meetings, the Proxy-holder shall prove his identity at the time of attending the Meeting.

The Route Map for 29, Ganesh Chandra Avenue, 4th Floor, Room No 407, Kolkata- 700013

