



May 20, 2023

To
The Listing Department
BSE Limited
P. J. Towers, 1st Floor
Dalal Street
Mumbai – 400 001

Ref : Scrip Code in BSE - 538833

Sub : Outcome of Board Meeting

1. Increase in Authorized Share Capital.
2. Approved Fund raising through Preferential Issue of Share Warrants.
3. Notice of Postal Ballot.
4. Appointment of Scrutinizer.
5. Approved Registered Office Change.
6. Regulation 30 of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

The Board of Directors at its meeting held today inter-alia considered and approved the following :

1. Increase in Authorized Share Capital :

The Board of Directors has approved the Increase of Authorized Share Capital of the Company from the present ₹ 23,00,00,000/- (Twenty Three Crores) consisting of 2,3000,000 (Two Crores Thirty Lakhs) Equity Shares of Face Value ₹ 10/- (Rupees Ten only) each to ₹ 51,50,00,000/- (Rupees Fifty One Crores Fifty Lakhs) consisting of 5,15,00,000 (Five Crores Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each.

2. Approved Fund raising through Preferential Issue of Share Warrants :

Issuance of 3,00,00,000 (Three Crores Only) Fully Convertible Equity Warrants ("Warrants") each carrying a right exercisable by the warrant holder [s] to subscribe to one (1) Equity Share against each warrant at a price of Rs. 15/- {including the warrant subscription price and warrant exercise price} or at a price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations 2018, whichever is higher, to the person(s) belonging to Promoter, Promoter Group and Non-Promoter Group category (including Qualified Institutional Buyers (QIBs)), on such terms and condition as may be determined by the Board and subject to approval of Shareholders of the Company through Postal Ballot and applicable regulatory authorities as the case may be, in accordance with the SEBI (ICDR) Regulations, 2018 and other applicable laws.

3. Approval for Name change of the Company from "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited" :

The Board of Directors of the Company had, at its meeting held on March 24, 2023, resolved that, the name of the Company be changed from "ANUBHAV INFRASTRUCTURE LIMITED" to "KAIZEN AGRO INFRABUILD LIMITED"



ANUBHAV INFRASTRUCTURE LIMITED

1/A, FAKIR DEY LANE, 1ST FLOOR, BOWBAZAR, KOLKATA - 700 012

TEL. : 91 82320 13440, Website : www.anubhavinfrastructure.com E-mail : info@anubhavinfrastructure.com

CIN :- L51109WB2006PLC107433



which was subsequently approved and by the Central Registration Centre (CRC), Ministry of Corporate Affairs vide letter dated May 12, 2023 (Enclosed herewith) and accordingly Clause I (Name Clause) in the Memorandum of Association of the Company is to be altered by substituting the same with New Clause I.

The Board is of the opinion that the Company has a wide scope on agricultural business along with the Infrastructure business and adopting the name Kaizen Agro Infrabuild Limited will have the following benefits :-

- Ensure uniformity and consistency
- Helps in having new business direction.
- Don't have to invest in two brands.
- Increases association amongst internal stakeholders.
- Signify positive change to the public.
- Helps in building Brand name.

The Board approved the change of the name of the Company "Anubhav Infrastructure Limited" to "Kaizen Agro Infrabuild Limited" subject to the approval of shareholders, and all other regulatory and statutory approvals.

The proposed change of name of the Company would result in change in object of the Company and would not affect any rights or obligations of the Company or the members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

Consequent upon change of name of the Company, the alteration in the Memorandum of Association of the Company and adoption of amended and restated Articles of Association of the Company are required to be approved by obtaining approval of the shareholders by way of special resolution. The existing Memorandum of Association ("MOA") of the Company and Articles of Association ("AOA") of the Company are as per the erstwhile Companies Act, 2013.

4. Change in the Object Clause of the Company :

Change in Main Object Clause by inserting 1 (one) new Clauses in Clause III (A) and by inserting Clause III (C) of the Memorandum of Association of the Company subject to approval of members of the Company through Postal Ballot and other requisite approval and permissions as applicable in accordance with the provisions of Companies Act, 2013.

5. Approved for the change of Registered Office of the Company from 1/A Fakir Dey Lane, Bowbazar, 1st Floor, Kolkata – 700 012" to "Chatterjee International Centre", 33A, Chowringhee Road, 6th Floor, Room No. 6A, (now known as Jawaharlal Nehru Road), Kolkata-700 071.

7. Postal Ballot Approval :

- To consider and approve the change in name of the Company.
- To approve Change in Main and other Object Clause by inserting 1 (one) new Clauses in Clause III (A) and by inserting Clause III (C) of the Memorandum of Association of the Company.
- Alteration in Memorandum of Association of the Company of the Company pursuant to the change of Name Clause & Object Clause.
- Adoption of amended and restated Article of Association of the Company pursuant to the change of Name.
- To approve Fund raising through Preferential Issue of Share Warrants of maximum Rupees Forty Five crores to the person belonging to Promoter/Promoter Group/Non Promoter Group Category in one or more tranches.

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- vi. To approve increase in Authorized Share Capital of the Company from the present ₹ 23,00,00,000/- (Twenty Three Crores) consisting of 2,3000,000 (Two Crores Thirty Lakhs) Equity Shares of Face Value ₹ 10/- (Rupees Ten only) each to ₹ 51,50,00,000/- (Rupees Fifty One Crores Fifty Lakhs) consisting of 5,15,00,000 (Five Crores Fifteen Lakhs) Equity Shares of Face Value ₹ 10/- (Rupee Ten) each.
 - vii. Regularization of Mr. Ajay Kumar Khandelwal (DIN: 02186565) as a Non- Executive Independent Director of the Company.
 - viii. Regularization of Mr. Pawan Kumar Jhunjunwala (DIN: 10049668) as an Executive Whole Time Director of the Company.
 - ix. Regularization of Mrs. Mandeep Kaur Jaiswal (DIN : 10077160) as a Non-Executive Independent Director of the Company.
 - x. To Regularize Mr. Ankur Hada (DIN : 10163731) as an (Executive) Managing Director cum Chairman of the Company.
4. The Board has appointed M/s. Kalpana Tekriwal & Associates, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot Voting Process in fair and transparent manner.
 5. Details as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the items no. 1 & 2 are enclosed as **Annexure-I**
 6. Details as required under Regulation 36 of the SEBI (LODR) Regulations is enclosed as **Annexure-II**.

The Notice of Postal Ballot and other relevant documents shall be submitted in due Course.

The Board meeting commenced at 1:00 P.M. and concluded 2:00 P.M. with a vote of thanks to the chair.

These are also being made available on the website of the Company at www.anubhavinfrastructure.com.

You are requested to take the above information on records.

Thanking you,

Yours Faithfully,

For Anubhav Infrastructure Limited

Nikita Rateria

Nikita Rateria
(Company Secretary)

ACS No. – 36115

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Annexure-I

DISCLOSURE AS PER REGULATION 30 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ WITH SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015

Sl. No.	Particulars	Details of Warrants
1.	Type of Securities to be issued	Fully Convertible Equity Warrants (Convertible into equal number of Equity Shares)
2.	Type of issuance	Preferential Issue on Private Placement basis to the person(s) belonging to Promoter/Promoter Group/Non-Promoter Category)
3.	Total number of securities to be issued or the total amount for which the securities will be issued (approximately)	3,00,00,000 (Three Crores only) Warrants on Preferential Basis at an exercise price of ₹ 15/- per underlying Equity share of the Face Value of ₹ 10/- each with a premium of ₹ 5/- per Equity share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations 2018, to the persons belonging to Promoter/Promoter Group/Non-Promoter Category.
In Case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s).		
4.	Names of the Investors	As per List attached as Annexure- A
5.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument	Each warrant is convertible into 1 Ordinary Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment in one or more tranches, as the case may be and on such other terms and conditions as applicable. An amount equivalent to 25% of the Warrant price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each warrant at the time of allotment of Ordinary Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Ordinary Equity Share(s). The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Ordinary Shares. In case the balance payment is not received within the maximum tenure of the warrants, the amount paid on the warrants shall get lapsed and be forfeited by the Company. The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period the Company makes any Issue of Equity Shares by way of capitalization of Profits or Reserves, Demerger / Realignment, Rights issue or undertakes Consolidation Subdivision Reclassification of Equity Shares or such other similar events or circumstances requiring adjustments.





Annexure – A

S No.	NAME OF PROPOSED ALLOTTEE(S)
1.	PARMESHWAR MERCANTILE PRIVATE LIMITED
2.	PARMESHWAR BARTER PRIVATE LIMITED
3.	AMARDHAN MERCANTILE PRIVATE LIMITED
4.	LINKPLAN SHOPPERS PRIVATE LIMITED
5.	VIRAT VINTRADE PRIVATE LIMITED
6.	HIGHLIFE COMMOTRADE PRIVATE LIMITED
7.	JATADHARI COMMODEAL PRIVATE LIMITED
8.	MANIMUDRA MARKETING PRIVATE LIMITED
9.	SANGHI STEEL UDYOG PRIVATE LIMITED
10.	JIWAN DEEP COMMERCIAL PVT LTD
11.	AVIGHNA BUILDCONS PRIVATE LIMITED
12.	BABA BHOOTHNATH NIRMAN PRIVATE LIMITED
13.	ABHISHEK CHOKHANI
14.	ASHOK KUMAR CHOKHANI (HUF)
15.	SHARDA CHOKHANI
16.	ABHISHEK CHOKHANI (HUF)
17.	MONA CHOKHANI
18.	JALEES COMMERCIAL LIMITED
19.	AG DYNAMICS FUNDS LIMITED (FPI)
GRAND TOTAL	
	30,000,000





Annexure-II

THE DETAILS, IN TERMS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are annexed and forms part of this notice

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT THROUGH POSTAL BALLOT PROCESS

Name of the Director	Mr. Ajay Kumar Khandelwal	Mr. Pawan Kumar Jhunjhunwala
DIN	02186565	10049668
Designation	Non-Executive Independent Director	Executive Whole Time Director
Age	61 years	51 years
Qualification	Bachelor's Degree	Bachelor's Degree
Experience (including expertise in specific functional area)/ Brief resume	Mr. Ajay Kumar Khandelwal aged about 61 years is a Commerce graduate from Calcutta University. He has over 18 years of experience in Infrastructure and Real Estate projects. He provides strategic directive for projects of our Company and has worked with estimator, building technician, surveyor or site supervisor for several years and have proven management experience in budgeting, organization, implementation and scheduling of the projects. He has good time management, problem-solving skills, and is excellent in Negotiating contracts with vendors. He deals with great professionalism for collaboration and follows strong work ethic culture.	Mr. Pawan Kumar Jhunjhunwala aged about 51 years is Graduate and is having Business management, managerial and administrative experience. He has a good sense of knowledge & understanding in the development of Business and operational strategy of the Company. He oversee the Company's financial performance, investments and other business ventures. His expertise include mobilizing funds from domestic financial institutions & banks, handling revenue matters such as excise, customs, income tax, GST and other related legal matters. He is actively involved in the day-to-day operations of the Company, which include looking after clients and handling projects related to infrastructure / construction etc.
Date of appointment on the Board	28.12.2022	30.12.2022
Relationships with other Directors and KMPs	NIL	NIL
Listed entities in which the person also holds the Directorship	NIL	NIL





Name of the Director	Mrs. Mandeep Kaur Jaiswal	Mr. Ankur Hada
DIN	10077160	10163731
Designation	Non-Executive Independent Director	Managing Director cum Chairman
Age	33 years	36 years
Qualification	Graduate & professional as a Company Secretary	Bachelor's Degree
Experience (including expertise in specific functional area)/ Brief resume	Mrs. Mandeep Kaur Jaiswal aged about 33 years is a Commerce graduate and holds the professional degree as Company Secretary. She is a person of integrity and possess relevant expertise and experience. She has good time management, deals with great professionalism and strategic planning with a vision of the future.	Mr. Ankur Hada aged 36 years holds bachelor's degree in Business Administration. He has experience in handling administration duties of the Organization which would be helpful for the organic and inorganic growth of the business. He possesses multi-faceted experience in strategy formulation and implementation, setting up of Projects, planning and execution etc.
Date of appointment on the Board	29.04.2023	Conclusion of the Board Meeting i.e. 20.05.2023
Relationships with other Directors and KMPs	NIL	NIL
Listed entities in which the person also holds the Directorship	Multicon Realty Limited	NIL

