



SHRADHA INFRAPROJECTS LIMITED

[Formerly known as Shradha Infraprojects (Nagpur) Limited]

CIN: L45200MH1997PLC110971

Registered Office: Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur 440001, Maharashtra, India

Email-id: investorinfo@shradhainfra.in, Phone No.: 0712-6617181, Website: www.shradhainfra.in

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Secretarial Standard on General Meetings (“SS-2”) and pursuant to provisions laid down in Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), for the approval of the Members of the Company through Postal Ballot for the resolution set out hereinafter. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolution proposed in this notice setting out the material facts and reasons thereof is annexed hereto for your consideration and approval.

Considering the shortcomings of conducting business in the COVID 19 scenario pertaining to restricted mobility, physical dispatch of documents and stakeholder engagement, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes and dispatching Postal Ballot forms physically in pursuance of General Circulars No.14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“the MCA Circulars”), in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” and subject to any other applicable laws and regulations, to transact the special businesses mentioned in this notice by the members of Shradha Infraprojects Limited (“the Company”) by passing resolutions through postal ballot (“Postal Ballot”) only through remote e-voting.

Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting so as to reach the Scrutinizer by not later than the close of working hours at 5.00 p.m. on Friday, September 04, 2020 the last date for the receipt of the completed Postal Ballot Forms.

The Board of Directors of the Company has appointed Y. N. Kanojiya & Co., Chartered Accountants (Firm Registration No. 144428W), Nagpur, as Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Managing Director / Director of the Company after the completion of the scrutiny.



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The results of the Postal Ballot shall be announced on Saturday, September 05, 2020 by the Managing Director of the Company and communicated to the Stock Exchange where the Equity Shares of the Company are listed and would also be displayed on the Company's website www.shradhainfra.in.

The date of declaration of results of the postal ballot i.e. Saturday, September 05, 2020 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

SPECIAL BUSINESSES:

1. ISSUE OF BONUS EQUITY SHARES:

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and further subject to such permissions, sanctions and approvals as may be required in this regard, and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 48,21,280 (Rupees Forty Eight Lakhs Twenty One Thousand Two Hundred Eighty only) from and out of the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of Rs. 10/- (Rupee Ten Only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 5 (Five) Equity Share for every 100 (Hundred) existing equity share held by the Members and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;



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RESOLVED FURTHER THAT the Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the issue and allotment of bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FII's) and other foreign investors, be subject to the approval of RBI or any other regulatory authority, if applicable and as may be necessary;

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new Bonus Equity Shares and the Share Certificate/s in respect of the new Bonus Equity Shares will be issued in the same mode as held on the Record Date and the new Equity Shares will be credited in electronic form to the demat accounts of the Member/s who hold the existing Equity Shares in electronic form, within the period prescribed by law and accordingly, the Company do effect issue, allotment and delivery of the aforesaid 48,21,28 Bonus Equity Shares of Rs.10/- (Rupees Ten Only) each, in the capital of the Company, to the respective Member/s and/or beneficiary (Demat) account of the Member/s of the Company.

RESOLVED FURTHER THAT no members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the bonus shares so allotted on the Stock Exchanges where the securities of the Company are listed as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, rules, regulations and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the Statutory Authority(ies) and which the Board / Committee of the Board or any officer(s) authorized by the Board of Directors in its discretion thinks fit and proper."



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2. MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“**RESOLVED THAT** pursuant to Regulation 277 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'); the Companies Act, 2013 ('the Act') and the rules framed there under, including any amendment, modification, variation or re-enactment thereof and subject to the approval of National Stock Exchange of India Limited ('NSE'), the consent of the Members of the Company be and is hereby accorded for migration of the Company's equity shares which are listed on the SME Emerge Platform of NSE (including Bonus shares being issued and proposed to be listed as referred in Item No. 1 of this notice) to the Main Board of NSE Limited and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution;

RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution.”

By Order of the Board of Directors,
For **SHRADHA INFRAPROJECTS LIMITED**

SD/-
KOMAL SHRIMANKAR
Company Secretary

Date: 04/08/2020

Place: Nagpur



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NOTES:

1. The Statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions are annexed herewith.
2. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, July 31, 2020 ('Cut-off date'). Accordingly, the members whose names appear in the Register of Members / List of Beneficial Owners, has been considered for the purpose of voting. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 31, 2020.
3. On account of threat posed by **COVID-19** and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.

In light of the MCA Circulars, those members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company's RTA, Bigshare Services Private Limited or Depository Participant (DP), as the case may be.

4. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Friday, July 31, 2020.
5. In Compliance with Section 108 and 110 of the Companies Act, 2013 and rules made thereunder read with Regulation 24 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (herein referred as Listing Regulations, 2015), the Company has provided e-voting facility to the Members to enable them to cast their votes electronically and has engaged the services of CDSL for the same. The e-voting facility is available at the link www.evotingindia.com. The instructions for electronic voting forms part of this Notice.
6. A Member cannot exercise his vote by proxy on postal ballot.
7. Members may contact at investorinfo@shradhainfra.in to address the grievances connected with the voting by postal ballot including e-voting.



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E-VOTING INSTRUCTIONS

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members facility to cast their votes electronically on resolutions set forth in the Notice of Postal Ballot dated Friday, July 31, 2020.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The instructions for shareholders voting electronically are as under:

The e-voting facility is available at the link <https://www.evotingindia.com>.

The e-voting period begins on Thursday, August 06, 2020 at 10.00 Hrs. and ends on Friday, September 04, 2020 at 17:00 Hrs. During this period, the Shareholders' of the Company, holding Equity Shares in dematerialised (demat) form, as on the cut-off date i.e. Friday, July 31, 2020 may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter.

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on "Shareholders" Tab.
- iii) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- iv) Next, enter the Image Verification as displayed and Click on Login.
- v) Members logged on to www.evotingindia.com and casted vote earlier for EVSN of any Company, then the existing login ID and password are to be used.
- vi) If you are a first time user, then follow the steps given below:

For Members holding shares in Demat Form	
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department• Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker / postal ballot form / mail) in the PAN Field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

- vii) After entering these details appropriately, click on "SUBMIT" tab.



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- viii) Members will then reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) Click on the EVSN for Shradha Infraprojects Limited.
1. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiv) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xv) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xvi) Note for Non – Individual Shareholders and Custodians Non-Individual Shareholders (i.e. other than HUF, NRI, Individuals, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.



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- A scanned copy of the Board Resolution and Power of Attorney (POA), which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



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EXPLANATORY STATEMENT

[Pursuant to section 102(1) of the Companies Act, 2013]

ITEM NO. 1:

The Board of Directors of the Company at their meeting held on Tuesday, August 04, 2020 states that the Company's shares currently listed with the SME board be moved to the NSE Main Board.

For this purpose, the Company needs to have minimum paid up share capital of Rs.10,00,00,000/-. The paid up share capital of the Company currently stands at Rs. 9,64,25,680/- which is short of Rs. 35,74,320/- than required. In order to comply with eligibility criteria for listing laid down by the Main Board (**National Stock Exchange of India Limited**), the Board of Directors of the Company proposes issue of bonus shares in proportion of 5 (Five) Equity Share for every 100 (Hundred) existing equity share held by the members on a "Record Date" to be fixed by the Board of Directors, by capitalizing a part of the amount standing to the credit of the Free Reserves as may be decided by the Board of Directors of the Company which will result in an increase in the paid up share capital of the company and this will match up to the minimum capital criterion as prescribed.

The same is proposed to be utilized in full by issuing at par 4,82,128 new fully paid-up equity shares of Rs. 10/- each as bonus shares will be made in accordance with the provisions of Companies Act, 2013 and guidelines issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

No letter of allotment shall be issued to the allottees of the new Bonus Equity Shares and the Share Certificate/s in respect of the new Bonus Equity Shares will be issued in the same mode as held on the Record Date and the new Equity Shares will be credited in electronic form to the demat accounts of the Member/s who hold the existing Equity Shares in electronic form, within the period prescribed by law and accordingly, the Company do effect issue, allotment and delivery of the aforesaid 48,21,28 Bonus Equity Shares of Rs.10/- (Rupees Ten Only) each, in the capital of the Company, to the respective Member/s and/or beneficiary (Demat) account of the Member/s of the Company.

No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate or coupon or cash shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer. All fractions of bonus equity shares shall be ignored and accordingly the number of issuance of bonus share may be reduced.



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The Directors, the Chief Financial Officer and Company Secretary, being the Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolution at Item No. 1 only to the extent of shares held, if any, by them in the Company. The proposed Resolution does not relate to or affect any other Company.

The Board of Directors recommends the Special resolution for approval of shareholders for passing the Resolution under Item No. 1 as set out in this Notice.

ITEM NO. 2:

The Company was listed on NSE SME Platform on December 21, 2017 and intends to migrate to the Main Board of NSE Ltd. as per the guidelines specified by the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Migration of the Company from EMERGE Platform to Main Board of National Stock Exchange of India Limited is subject to approval of Members by way of passing Special Resolution in terms of Chapter IX of ICDR Regulations. Provided Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the applicable notice(s), circular(s), guideline(s) issued by NSE Limited, any Company having the paid up share capital of more than Rs. 10 Crore but up to Rs. 25 Crore are eligible to migrate from SME Platform of the exchange to its Main Board. Presently the paid up capital of the Company is Rs. 9,64,25,680/- and the consequent to issue of bonus shares (approval sought in Item No. 1 of this notice) the paid up capital shall stand increase to Rs. 10,12,46,960 divided in 1,01,24,696 equity shares of Rs. 10/- each; hence making the Company eligible to be listed on the Main Board of NSE Limited.

Listing on the Main Board of National Stock Exchange of India Limited will bring the company into a completely different class with increased exposure and new investor participation.

Accordingly, the Board recommends the resolution set forth in Item No. 2 to be passed as Special Resolution by the Members of the Company through Postal Ballot.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the resolutions set forth in Item No. 2 of this Notice except to the extent of their shareholding held by them in the Company, if any.



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The Board of Directors recommends the Special resolution for approval of shareholders for passing the Resolution under Item No. 2 as set out in this Notice.

By Order of the Board of Directors,
For **SHRADHA INFRAPROJECTS LIMITED**

SD/-
KOMAL SHRIMANKAR
Company Secretary

Date: 04/08/2020

Place: Nagpur