



**SHRADHA**  
Infraprojects (Nagpur) Limited

# SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

CIN - L45200MH1997PLC110971

Regd. Ofc: Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur 440001, Maharashtra, India  
Email-id: investorinfo@shradhainfra.in, Phone No. 0712-6617181

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

**NOTICE** is hereby given that an Extra-ordinary General Meeting of the Members of **Shradha Infraprojects (Nagpur) Limited** will be held on Friday, 11<sup>th</sup> January, 2019 at 01.30 p.m. at its Registered Office situated at Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur - 440001, Maharashtra, India on to transact the following Special Business:

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1:**

**CHANGE IN THE NAME OF THE COMPANY FROM “SHRADHA INFRAPROJECTS (NAGPUR) LIMITED” TO “SHRADHA INFRAPROJECTS LIMITED” AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Section(s) 4, 5, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, permissions and sanctions of the Central Government / Stock exchange(s) / appropriate regulatory and statutory authorities / departments or bodies, consent of the members of the Company be and is hereby accorded to change the name of the Company from **“Shradha Infraprojects (Nagpur) Limited”** to **“Shradha Infraprojects Limited”**.

**RESOLVED FURTHER THAT** the Name Clause being Clause I of the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

**I. The Name of the Company is “Shradha Infraprojects Limited”.**

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013, the extant name of the Company wherever appearing in the Memorandum and Articles of Association be changed accordingly.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient as may be deemed necessary to give effect to this resolution.”

By Order of the Board  
For **Shradha Infraprojects (Nagpur) Limited**

Sd/-  
Komal Shrimankar  
Company Secretary  
ICSI M. No.: 47702

Date: 10/12/2018  
Place: Nagpur



## NOTES:

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY, SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. PROXY FORM, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.**

A Proxy submitted on behalf of the Company, Trust or Society (Institutional Investors) must be supported by an appropriate Resolution or Authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights. In case, a proxy is proposed to be appointed by a member holding more than 10% (ten percent) of the total Share Capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.

1. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed hereto and forms part of notice.

3. All documents referred to in the Notice including Explanatory Statement thereof, will be available for inspection by Members during working hours on any working day till the date of the Extra-ordinary General Meeting at the Registered Office of the Company and also at the place of the Meeting at the scheduled time of Extra-ordinary General Meeting

4. Members are requested to send their queries, if any, in writing at least 10 days in advance of the date of the meeting to the Company at its Registered Office.

5. Members / Proxies are requested to bring the attendance slip attached with this notice, duly filled in, for attending the meeting.

## 6. GREEN INITIATIVE

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this 'Green Initiative' by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live.

7. The members who have not registered their e-mail address, so far, are requested to register their e-mail address with the Company, Registrar and Share Transfer Agent or Depository Participant (DP), as the case may be.

## 8. E-VOTING

In compliance with 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 exercise their right to vote at the Extra-ordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by the Central Depository Services (India) Limited (CDSIL).



**The instructions for members for voting electronically are as under:-**

**I. In case of members receiving e-mail:**

- i) The e-voting period begins on Tuesday, 8<sup>th</sup> January 2019 at 10.00 Hrs and ends on Thursday, 10<sup>th</sup> January 2019 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 (record date) i.e. Friday, 4<sup>th</sup> January 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSIL for voting thereafter.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii) Click on "Shareholders" Tab.
- iv) Now Enter your User ID a) For CDSIL : 16 digits beneficiary ID b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next, enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares, in demat form, had logged on to [www.evotingindia.com](http://www.evotingindia.com), and voted on an earlier voting of any Company, then your existing password is to be used.
- vii) If you are a first time user, then follow the steps given below:

<b>For Members holding shares in Demat Form</b>	
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> <li>• 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
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.

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now 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 company opts for e-voting through CDSIL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for Shradha Infraprojects (Nagpur) Limited.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) 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.
- xviii) Shareholders can also cast their vote using CDSIL'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.
- xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are



- required to log on to [www.evotingindia.com](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
  - 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.
- xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- II. In case of members receiving the physical copy:**
- a. Please follow all steps from Serial No. (i) to Serial No. (xx) above to cast vote.
  - b. The e-voting period begins on Tuesday, 8<sup>th</sup> January 2019 at 10.00 Hrs and ends on Thursday, 10<sup>th</sup> January 2019 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 (record date) i.e. Friday, 4<sup>th</sup> January 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSIL for voting thereafter.
  - c. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Toll-free No. 1800 200 5533.
  - d. The Board of Directors has appointed Mr. Yogesh Kanojiya, Chartered Accountant, Nagpur (ICAI Membership No. 143126) as a Scrutinizer to process the e-voting (including voting through ballot form received from members) and voting at the venue of the Extra Ordinary General Meeting in a fair and transparent manner.
- e. CS Komal Shrimankar (ICSI M. No. ACS 47702) Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this Extra-ordinary General Meeting including e-voting.
  - f. The Notice of the Extra-ordinary General Meeting will be sent to all the Members, through e-mail, if registered, otherwise by Courier / Registered or Speed Post. The Members may also download a copy of the Notice from the Website of the Company ([www.shradhainfra.in](http://www.shradhainfra.in)).
  - g. The Members of the Company, holding Equity Shares either in dematerialised (demat) form as on Friday, 4<sup>th</sup> January 2019 and not casting their vote electronically, may only cast their vote at the Extra-ordinary General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on Friday, 4<sup>th</sup> January 2019.
  - h. Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically also. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.
  - i. The results of voting shall be declared within forty-eight (48) hours of the conclusion of the Extra-ordinary General Meeting. The results of voting so declared along with the Scrutinizer’s Report shall be placed on the Company’s Website ([www.shradhainfra.in](http://www.shradhainfra.in)), CDSIL Website and shall also be communicated to the Stock Exchanges NSE SME Emerge Platform.



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Infraprojects (Nagpur) Limited

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CIN - L45200MH1997PLC110971

Regd. Ofc: Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur 440001, Maharashtra, India  
Email-id: investorinfo@shradhainfra.in, Phone No. 0712-6617181

## EXPLANATORY STATEMENT

### Pursuant to Section 102(1) of the Companies Act, 2013

#### ITEM NO. 1:

The Board of Directors of the Company in its meeting held on 29<sup>th</sup> October, 2018 approved changing the name of the Company from “**Shradha Infraprojects (Nagpur) Limited**” to “**Shradha Infraprojects Limited**”. There is a need to alter Company’s name by deleting the word ‘Nagpur’ from its name as it indicates that the business of the Company is restricted to Nagpur City. Since, the Company is considering expansion of its operations beyond the city, it was necessary that the Company name be more indicative of it. Hence, the Board considered the change in the name of the Company.

The proposed new name “Shradha Infraprojects Limited” has been duly approved and made available by the Office of the Registrar of Companies, Mumbai and/or Central Registration Centre vide its approval dated 28<sup>th</sup> November, 2018.

Pursuant to provisions of Companies Act, 2013, approval of the shareholders is required for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for Shareholders’ approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of rights attached to their shareholdings, if any.

By Order of the Board  
For **Shradha Infraprojects (Nagpur) Limited**

Sd/-  
Komal Shrimankar  
Company Secretary  
ICSI M. No.: 47702

Date: 10/12/2018  
Place: Nagpur

## ATTENDANCE SLIP

I/We record my/our presence at the Extra-ordinary General Meeting of the Company will be held on Friday, 11<sup>th</sup> January 2019 at 01.30 p.m. at its Registered Office situated at Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur - 440001, Maharashtra, India

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

Note: You are requested to sign and handover this slip at the entrance of the meeting venue.

## FORM NO. MGT-11 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 /Client ID DP ID	
I/We, being the member(s) holding _____ shares of the above named company. Hereby appoint:	
Name : E-mail Id: Address: Signature, or failing him	
Name : E-mail Id: Address: Signature, or failing him	
Name : E-mail Id: Address: Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, 11th January 2019 at 01.30 p.m. at its Registered Office situated at Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur - 440001, Maharashtra, India, in respect of such resolution as are indicated below:



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**SHRADHA**  
Infraprojects (Nagpur) Limited

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

R. No.	Resolution	For	Against
<b>Special Business:</b>			
01	Change in the name of the Company from "Shradha Infraprojects (Nagpur) Limited" to "Shradha Infraprojects Limited" and consequent amendment to Memorandum of Association and Articles of Association of the Company.		

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Signature of Shareholders: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

### Note:

1. This form of proxy in order to be effective should be duly **completed** and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the ' For ' or ' Against ' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

### ROUTE MAP AS PER SS-2

### FOR THE VENUE OF EXTRA ORDINARY GENERAL MEETING

OF

### SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

