



SHRADHA
Infraprojects (Nagpur) Limited

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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Members,

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of **Shradha Infraprojects Limited [Formerly known as Shradha Infraprojects (Nagpur) Limited]** will be held on Friday, 09 August, 2019 at 11.30 a.m. at its Registered Office situated at Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8, Nagpur - 440001, Maharashtra, India to transact the Special Business:

SPECIAL BUSINESS:

ITEM NO. 1:

TO AMEND THE OBJECT CLAUSE OF MEMORANDUM 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 provisions of Sections 4, 13, 15 read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including any statutory

modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members be and is hereby accorded for alteration of Main object clause of the Memorandum of Association of the Company and the altered new main object is mentioned as below:

CLAUSE III (A):

MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. **To undertake the business of Builders, Engineers General Construction, Civil Contractors, Design Engineers, Turnkey Contractors, Real Estates and all other Engineering work and act as consultants, Advisors in areas of Engineering and to sale, purchase or otherwise or advertise for sale, purchase or assist in selling, purchasing and find or introduce purchaser or vendors to manage land, building and other immovable or movable property whether belonging to the Company or not and to buy, sale, acquire or transfer development rights and to let any



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portion of any immovable property for trade or business or other private or public purposes and to supply to tenants and occupiers and to collect rents and generate other income and to own, hold, occupy, manage, control, construct, erect, alter, develop, pull down improve, repair, renovate, work, build, plan, lay out sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sublease, all types of lands, plots, buildings, hereditament, bungalows, flats, warehouses assets and properties, moveable or immovable freehold or leasehold of whatever nature and description and where ever situate and to deal, sale, manage, lease operate and run the infrastructure projects including housing, roads, highways, flyovers, bridges, ports, dams, water supply projects, irrigation projects, water treatment systems, underground drainage systems, solid waste management systems, sanitation and sewerage systems or any other public facilities of a similar nature as the Company may deem fit on the basis of Build-Operate-Transfer (BOT), Build-Own-Operate-Transfer (BOOT), Build-Own-Lease- Transfer (BOLT) or such other methods for the purposes of carrying out the objects of the Company and to enter into manage, undertake, buy, sell, carry on and engaged in the of Real Estate Development, Land Development and deal in immovable property of any tenure and any interest therein either independently

or jointly in partnership, joint venture or on agency or sub contracts basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable in this regard for the purpose of giving effect to this resolution(s)."

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

Sd/-

Komal Shrimankar

Company Secretary & Compliance Officer

Date: 08/07/2019

Place: Nagpur



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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. 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.

6. 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.

7. 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 (CDSL).

The facility for voting through polling paper shall also be made available at the venue of the Extra-Ordinary General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.

The Company has appointed M/s Y. N. Kanujiya & Co., Chartered Accountants, as the scrutinizer for conducting the process of remote e-voting and voting through poll papers process at the EGM in a fair and transparent manner.



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

The e-voting period begins on Tuesday, 06 August 2019 at 10.00 Hrs. and ends on Thursday, 08 August 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, 02 August 2019 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. Eg. 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.
- 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.
- x) 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.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv) 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.
- xvi) **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.**
- xvii) Note for Non – Individual Shareholders and Custodians



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- 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.
- 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.

xviii) 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.

GENERAL INSTRUCTIONS:

- a. Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- b. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, 02 August 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- c. However, if the Member is already registered with CDSL for e-voting then they can use their existing user ID and password for casting their vote. In case Member forgets their password, they can reset the same by using "Forgot User Details / Password" option available on www.evotingindia.co.in.
- d. A member may participate in the EGM even after exercising his right to vote through remote e-voting

but shall not be allowed to vote again at the EGM.

- e. The facility for e-voting through polling papers shall be made available at the venue of the Extra-Ordinary General Meeting for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through polling paper.
- g. In case the shareholder cast their vote through both remote e-voting and voting through polling papers then votes casted through remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- h. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours from the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- i. The Results declared along with the Consolidated Scrutinizer Report shall be placed on the website of the Company www.shradhainfra.in and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, SME Platform — NSE EMERGE and the same will be available on the website www.nseindia.com/emerge.
- j. 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 or Toll-free No. 1800 200 5533.



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EXPLANATORY STATEMENT

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

ITEM NO. 1:

The rapid growth in the infrastructure industry has prompted the Company to start working towards new revenue streams which are not specifically covered under the main objects of the Company. In order to allow the Company to capitalize on these business possibilities, the Board of Directors of the Company in its meeting held on July 8, 2019 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the amendment in Clause III A (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 1 of this Notice. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The alteration in the Object Clause of the MOA, as set out in the resolution will enable the Company to carry on its business economically and efficiently.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the

Registered Office/Corporate Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of EGM. The aforesaid documents are also available for inspection at the EGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

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.

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

Sd/-

Komal Shrimankar

Company Secretary & Compliance Officer

Date: 08/07/2019

Place: Nagpur



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ATTENDANCE SLIP

I/We record my/our presence at the Extra-ordinary General Meeting of the Company will be held on Friday, 09 August, 2019 at 11.30 a.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 Extra-Ordinary General Meeting of the Company, to be held on Friday, 09 August, 2019 at 11.30 a.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:

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



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Item No.	Resolution	For	Against
Special Businesses:			
01	To amend the Object Clause of Memorandum 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 LIMITED

