

NOTICE

NOTICE is hereby given that the Twenty Second (22nd) Annual General Meeting of the Members of **SHRADHA INFRAPROJECTS LIMITED** [Formerly known as Shradha Infracprojects (Nagpur) Limited] will be held on **Friday, 27th September, 2019** at 04:30 P.M. at Vivekananda Hall, Shradha House, Near Shri Mohini Complex, Kingsway, Nagpur 440001, Maharashtra, to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To consider and adopt:** (a) the **Audited Financial Statements** of the Company for the financial year ended 31st March, 2019 together with the reports of Board of Directors and Auditors' thereon; (b) the **Audited Consolidated Financial Statements** of the Company for the financial year ended 31st March, 2019 together with the report of Auditors' thereon

In this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with Notes to Accounts and the reports of the Board of Directors and Auditors thereon including the annexures, be and is hereby considered and adopted."

- 2. To declare a dividend on equity shares for the financial year ended March 31, 2019**

In this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend at the rate 5% (Five percent) i.e. of Rs. 0.50/- Per Equity Share per of face value of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, be declared and paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2019."

- 3. To appoint Mr. Sunil Raisonni (DIN: 00162965), who retires by rotation as a Director**

In this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sunil Raisonni (DIN: 00162965), who retire by rotation in this meeting in terms of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), be and is hereby appointed as Director of the Company whose office shall be liable to retirement by rotation."

By Order of the Board of Directors,
For SHRADHA INFRAPROJECTS LIMITED
 [Formerly known as Shradha Infracprojects (Nagpur) Limited]

SD/-
Komal Shrimankar
 Company Secretary

Date : 31 August 2019
 Place : Nagpur

NOTES

1. **A member entitled to attend and vote at the at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself 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.**
2. As per Section 105 of the Companies Act, 2013 and Rules thereunder, 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.
3. **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.**
4. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 28, 2019.
5. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the special business, if any under the accompanying Notice is annexed hereto.
6. A statement giving additional details of the Director seeking appointment / re-appointment as set out at Item No. 3 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
7. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
8. Relevant documents referred to in the Notice are open for inspection by the Members at the Company's Registered Office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 21 September 2019 to Friday, 27 September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
10. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are therefore requested to submit their e-mail ID and other details vide the e-Mail Updation Form. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/email/by submitting the same at the time of AGM. The E-mail ID provided shall be updated subject to successful verification of signatures as per record available with the RTA of the Company.

11. Attendance Slip, Proxy Form, e-Mail Updation Form and the Route of the Venue of the Meeting are annexed hereto.

12. Shareholders desiring any information relating to the accounts are requested to write to the Company at least 7 (seven) days in advance of the AGM to enable the Company to provide the information required at the meeting.
13. Depository Participants/ Shareholders/ Investors of the Company are advised to send all documents/ correspondences such as requests for Dematerialization of Shares, Transfer of Shares, Change of Address, Registration of e-mail Id, Change of Bank Mandate/ NECS and other Shares related documents to the Company's RTA.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts.
15. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if not furnished earlier.
16. **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.

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.

17. **VOTING THROUGH ELECTRONIC MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is pleased to provide its Members the facility to exercise their right to vote at the 22nd Annual General Meeting by electronic means. The business transacted through e-voting services, is provided by the Central Depository Services Limited (CDSL).

The facility for voting through polling paper shall also be made available at the venue of the 22nd AGM. 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 AGM.

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

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The e-voting period begins on Tuesday, 24 September, 2019 at 10:00 a.m. and ends on Thursday, 26 September, 2019 at 5:00 p.m. During this period, the Shareholders' of the Company, holding Equity Shares in dematerialised (DEMAT) form, as on the cut-off date (record date) of Friday, 20 September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

1. Log on to the e-voting website: www.evotingindia.com
2. Click on "Shareholders" Tab.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. 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.
6. 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	<ul style="list-style-type: none"> • 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.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. Click on the EVSN for 'SHRADHA INFRAPROJECTS LIMITED' to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
15. 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.
16. **Members 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.

17. 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** and register themselves as Corporates.
- 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.

18. 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:

- 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).
- 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, 20 September, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- 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.
- A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- The facility for e-voting through polling papers shall be made available at the venue of the 22nd Annual General Meeting for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 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 AGM through polling paper.
- 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.
- 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 AGM, 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.

- (l) 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.

PROFILE OF DIRECTOR

ANNEXURE TO ITEM 3:

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the details of Directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	SUNIL RAISONI
DIN (Director Identification Number)	00162965
Date of Birth	11/12/1961
Date of Appointment as Director	01/10/2015
Nationality	Indian
Qualifications	Bachelor of Commerce; D.S.A.
Brief Profile	He is a wise Businessman, Intellectual Educationist and a tenacious philanthropist. He has an overall experience of more than 20 years in construction of residential and commercial complexes. He is also Chairman of Raison Group of Institutions, Nagpur. He has been guiding force behind the growth and business strategy of our Company.
Number of Shares held in the Company	12,53,200 Equity Shares of Rs. 10 each comprising 13.00% of the Paid - Up Share Capital of the Company.
List of the Directorship held in other companies (excluding foreign, private and Section 8 Companies)	NIL
Chairman / Member in the Committees of Board of other Companies in which he is the Director	Please refer to Corporate Governance Report
Disclosure of relationship between directors (inter-se)	All the directors are not related to each other.

ATTENDANCE SLIP

ATTENDANCE SLIP of Twenty Second (22nd) Annual General Meeting dated Friday, 27th September, 2019 at 04:30 P.M.

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall (Joint Shareholders may obtain additional Slips on request)

Name & Address of the Shareholder(s)

DP ID :	Folio No :
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Client ID :	No. of Shares :
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I/We record my/our presence at the Twenty Second (22nd) Annual General Meeting of the Company at Vivekananda Hall, Shradha House, Near Shri Mohini Complex, Kingsway, Nagpur 440001, Maharashtra dated Friday, 27th September, 2019 at 04:30 p.m.

Signature of the Shareholder or the Proxy Attending the Meeting

If Shareholder, Please Sign here


If Proxy, Please Sign here

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

BOARD'S REPORT

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	
No. of Shares	
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, or failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second (22nd) Annual General Meeting of the Members of the SHRADHA INFRAPROJECTS LIMITED [Formerly known as Shradha Infracore (Nagpur) Limited] will be held on Friday, 27th September, 2019 at 04:30 p.m. at Vivekananda Hall, Shradha House, Near Shri Mohini Complex, Kingsway, Nagpur 440001, Maharashtra 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:

Item No.	Resolutions	For	Against	Abstain
	Ordinary Business:			
1.	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2019 along with the Auditor's Report and the Boards' Report and Annexure thereof.			
2.	Declaration of dividend on equity shares for the financial year ended March 31, 2019.			
3.	Appointment of Mr. Sunil Raisonni (DIN: 00162965), who retires by rotation as a Director.			

Affix Revenue Stamp 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 time fixed for commencement of the meeting.*
2. *It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.*

SHRADHA INFRAPROJECTS LIMITED

[Formerly known as Shradha Infracorps (Nagpur) Limited]

CIN: L45200MH1997PLC110971

Regd. Office: Shradha House, Near Shri Mohini Complex, Kingsway, Block No. F/8, Nagpur 440001

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

FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholder(s),

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company needs to update its 'Register of Members' to incorporate certain new details, as are required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Report in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

DP ID & Client ID		Date of Birth	
Name of the Member			
Father's / Mother's / Spouse's Name			
Address (Registered Office Address in case the Member is a Body Corporate)		In case member is a minor, name of the guardian	
E-mail Id/PAN or CIN (In case of Body Corporate)		Occupation	
Residential Status		UIN (Aadhar Number)	
		Nationality	

Place: _____

Date : _____

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar & Share Transfer Agents of the Company viz. "**Bigshare Services Private Limited**, 1st Floor, Bharat Tin Works Building, Opposite Vasant Oasis, Makhwana Road, Marol, Andheri East, Mumbai 400 059. The e-Mail Id provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking You,

For SHRADHA INFRAPROJECTS LIMITED

SD/-

Sunil Raison

Managing Director

**ROUTE MAP SHOWING LOCATION OF THE VENUE OF
22ND ANNUAL GENERAL MEETING
OF
SHRADHA INFRAPROJECTS LIMITED
[FORMERLY KNOWN AS SHRADHA INFRAPROJECTS (NAGPUR) LIMITED]**

VENUE:

"VIVEKANANDA HALL", SHRADHA HOUSE, NEAR SHRI MOHINI COMPLEX, KINGSWAY, NAGPUR 440001

ROUTE MAP

