

NOTICE

NOTICE is hereby given that the **Twenty Third (23rd) Annual General Meeting** of the Members of **SHRADHA INFRAPROJECTS LIMITED** [Formerly known as *Shradha Infracore (Nagpur) Limited*] will be held on Wednesday, 30 September, 2020 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 Standalone Financial Statements of the Company for the financial year ended 31st March, 2020 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, 2020 together with the report of Auditors' thereon

To consider and, if thought fit, to pass 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, 2020 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 appoint a Director in place of Mrs. Mragna Gupta (DIN: 07587619), who retires by rotation and being eligible, offers herself for re-appointment**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Mragna Gupta (DIN: 07587619), 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."

- 3. To re-appoint M/s. Paresh Jairam Tank & Co., Chartered Accountants, as Statutory Auditors of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Paresh Jairam Tank & Co., Chartered Accountants having Firm Registration No. 139681W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for their second term of 5 (Five) years i.e. from the conclusion of ensuing AGM till the conclusion of AGM for financial year 2024-25 on such remuneration and terms and conditions as set out in the explanatory statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution."

SPECIAL BUSINESSES:

- 4. To appoint Ms. Asha Sampath (DIN: 02160962) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Asha Sampath (DIN: 02160962) who was appointed as an Additional (Independent) Director of the Company w.e.f. 5th September, 2020 as per the provisions of Section 161 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, and holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years effective Twenty Third (23rd) Annual General Meeting held for the year 2019-20 up to the conclusion of the Twenty Eight (28th) Annual General Meeting to be held for the financial year 2024-25 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution.”

5. To appoint Mr. Satish Ramchandra Wate (DIN: 07792398) as an Independent Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish Ramchandra Wate (DIN: 07792398) who was appointed as an Additional (Independent) Director of the Company w.e.f. 5th September, 2020 as per the provisions of Section 161 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, and holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from member under section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5 (Five) consecutive years effective Twenty Third (23rd) Annual General Meeting held for the year 2019-20 upto the conclusion of the Twenty Eight (28th) Annual General Meeting to be held for the financial year 2024-25 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution.”

6. To appoint Mr. Shreyas Raisonni (DIN: 06537653) as a Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 149, 150, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('Listing Regulations'), Mr. Shreyas Raisonni (DIN: 06537653), who was appointed as an Additional Director of the Company with effect from 5th September, 2020 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his Candidature for the office of a Director of the Company, be and is hereby appointed as a Director (Category: Executive, Non-Independent) on the Board of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution."

7. To appoint Mr. Shreyas Raisoni (DIN: 06537653) as a Whole-Time Director of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 2(51), 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act") and subject to such consent / approval as may be required and based upon the recommendations made by the Nomination & Remuneration Committee, the Board of Directors do hereby approves the appointment of Mr. Shreyas Raisoni (DIN: 06537653) as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) years w.e.f. 5th September, 2020, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder:

- i) the terms and conditions governing the employment of Mr. Shreyas Raisoni (DIN: 06537653) as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company from time to time are as per the rules of the Company.
- ii) the Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh Only) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time.
- iii) the Profit based Commission: NIL
- iv) the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the aforesaid resolution."

8. To appoint Mr. Nitesh Sanklecha (DIN: 03532145) as a Director of the Company:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 149, 150, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant provisions of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 ('Listing Regulations'), Mr. Nitesh Sanklecha (DIN: 03532145), who was appointed as an Additional Director of the Company with effect from 5th September, 2020 and whose term expires at the ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his Candidature for the office of a Director of the Company, be and is hereby appointed as a Director (Category: Executive, Non-Independent) on the Board of the Company liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary, desirable or expedient to give effect to the aforesaid resolution."

9. To appoint Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) of the Company:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 2(51) 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as “the Act”) and subject to such consent / approval as may be required and based upon the recommendations made by the Nomination & Remuneration Committee, the Board of Directors do hereby approve the appointment of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) years w.e.f. 5th September, 2020, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder:

- i)** the terms and conditions governing the employment of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company from time to time are as per the rules of the Company.
- ii)** the Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time.
- iii)** the Profit based Commission: NIL
- iv)** the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the aforesaid resolution.”

10. To amend the Object Clause of Memorandum of Association of the Company:

To consider and, if thought fit, to pass 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:**

1B. To carry on in India or elsewhere the business of traders and to deal with all kinds of immovable properties, freehold or lease holding or have any other right, interest or shares attached to them and to produce, manufacture, process, prepare, refine, import, export purchase, sell and generally to deal in, either as principals or as agents, either solely or in partnership or in joint venture with others, all types and kinds of building materials and other articles such as marble, granite, or other natural and artificial stones, cement, sand, bricks, iron and steel, etc., and any other things, compounds, merchandise, commodities, capital goods, electronic consumer goods, materials / raw materials, products, industrial and non-industrial plants, equipment machinery, machines, tools, etc. needed for the manufacturing, construction, production and preparations connected and in connection therewith for commercial or non-commercial services as the Company may determine from time to time.

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
[Formerly known as Shradha Infracore (Nagpur) Limited]

Sd/-
Komal Shrimankar
Company Secretary

Date: 5th September, 2020

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. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 3 to 9 of the accompanying Notice is annexed hereto.
5. A statement giving additional details of the Directors seeking appointment / re-appointment as set out at Item No. 2, 5 to 9 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
6. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
7. Relevant documents referred to in the Notice including Explanatory Statement thereof, 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23 September 2020 to Wednesday, 30 September 2020 (both days inclusive) for the purpose of Annual General Meeting.
9. Attendance Slip, Proxy Form and the Route of the Venue of the Meeting are annexed hereto.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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. For receiving all communication (including Annual Report) from the Company electronically, the members are requested to register / update their email addresses with the Registrar and Share Transfer Agent or relevant Depository Participant (DP), as the case may be.

15. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.shradhainfra.in and at the website of the Stock Exchange, i.e., National Stock Exchange of India Limited at www.nseindia.com.

16. 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 23rd 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 23rd 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 Y. N. Kanojija & 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.

(A) PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The e-voting period begins on Sunday, 27 September 2020 at 10:00 a.m. and ends on Tuesday, 29 September 2020 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 Wednesday, 23 September 2020 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	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**.

(B) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e- voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the Meeting.
7. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may refer to 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 call 1800225533.
8. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

(C) INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

1. Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
4. Shareholders who have voted through Remote e-Voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM

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. Wednesday, 23 September 2020, 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 AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (e) The facility for e-voting through polling papers shall be made available at the venue of the 23rd 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.
- (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 AGM 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 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.

- (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.

EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: To re-appoint M/s. Paresh Jairam Tank & Co., Chartered Accountants, as Statutory Auditors of the Company

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, M/s Paresh Jairam Tank & Co., (Firm Registration Number: 139681W), Nagpur, the present Auditors of the Company were appointed as the Statutory Auditors of the Company by the members at the 21st Annual General meeting of the Company held on 28th September, 2018 to hold office for a term of two consecutive years. The term of the present Statutory Auditor of the Company was expiring at the ensuing Annual General Meeting of the Company.

In view of the above, the Board of Directors on the recommendation of the Audit Committee ('the Committee') at its meeting held on 5th September, 2020, considered and recommended for the approval of the Members, the re-appointment of M/s Paresh Jairam Tank & Co., Chartered Accountants (Firm Registration Number: 139681W), Nagpur, as the Statutory Auditors of the Company for the second term of Five (5) years i.e. from the conclusion of this Annual General Meeting till the conclusion of the AGM for the financial year 2024-25 on such remuneration as may be agreed upon between the auditors and the Board of Directors of the Company.

M/s Paresh Jairam Tank & Co., Chartered Accountants have provided their consent and have confirmed that their appointment, if made, would be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules, 2014.

On the recommendation of the Audit Committee, the Board in mutual agreement with M/s Paresh Jairam Tank & Co., Chartered Accountants, recommended for the approval of the Members, proposed remuneration of Rs. 60,000 plus applicable GST (as amended) and re-imbursalment of out of pocket expenses.

Before recommending the appointment of M/s Paresh Jairam Tank & Co., Chartered Accountants, for a second term of Five (5) Years, the Committee considered various parameters like audit planning, proactive and robust audit approach, quality assurance process, audit experience and market standing of the firm, clientele served, technical knowledge etc., and found M/s Paresh Jairam Tank & Co., to be best suited to handle the audit of the financial statements of the Company. The terms of appointment cover statutory audit of standalone and consolidated financial statements of the Company in accordance with the Companies Act, 2013 including limited review in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, taxation matters and other certification requirements etc..

The Board of Directors recommends the resolution at Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

Item No. 4: To appoint Ms. Asha Sampath (DIN: 02160962) as an Independent Director of the Company

Ms. Asha Sampath (DIN: 02160962) was appointed as an Additional (Independent) Director for a term of 5 years with effect from 5th September 2020, subject to approval of shareholders at ensuing Annual General Meeting. Ms. Asha Sampath, aged 55 years, is an accomplished professional with over 25 years of rich experience in Executive leadership and Board Roles across Sectors and Geographic regions both in India and Abroad.

Ms. Asha Sampath has given requisite declaration pursuant to Section 149 (7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing his candidature for the office of Director.

In the opinion of the Board, Ms. Asha Sampath proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

The Nomination & Remuneration Committee has also recommended his appointment as Independent Director for a term of 5 (Five) consecutive years.

Brief resume of Ms. Asha Sampath as stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given in the Notice. The appointment of Ms. Asha Sampath requires approval of the members by a Special Resolution.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the shareholders.

Except Ms. Asha Sampath, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 5: To appoint Mr. Satish Ramchandra Wate (DIN: 07792398) as an Independent Director of the Company

Mr. Satish Ramchandra Wate (DIN: 07792398) was appointed as an Additional (Independent) Director for a term of 5 years with effect from 5th September, 2020, subject to approval of shareholders at ensuing Annual General Meeting. Mr. Satish Ramchandra Wate, aged 64 years, obtained Masters and Doctorate in Biochemistry from Nagpur University and has vast knowledge and rich experience in the Corporate.

Mr. Satish Ramchandra Wate has given requisite declaration pursuant to Section 149 (7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Satish Ramchandra Wate proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

The Nomination & Remuneration Committee has also recommended his appointment as Independent Director for a term of 5 (Five) consecutive years.

Brief resume of Mr. Satish Ramchandra Wate as stipulated under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is given in the Notice. The appointment of Mr. Satish Ramchandra Wate requires approval of the members by a Special Resolution.

The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the shareholders.

Except Mr. Satish Ramchandra Wate, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 6 & 7: To appoint Mr. Shreyas Raisonni (DIN: 06537653) as a Whole-Time Director of the Company

The members are informed that Mr. Shreyas Raisonni (DIN: 06537653) was appointed as an Additional Director by the Board of Directors of the Company, effective 5th September, 2020.

Mr. Shreyas Raisonni, aged about 25 years did the M.Sc. (Master of Science – MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Two (2) years of experience in the area of various technical and analytical skills. The governance and monitoring mechanisms of the Company have been greatly enhanced with his valuable insights and suggestions.

Taking in view an active involvement of Mr. Shreyas Raisonni in the overall management, growth and functioning of the Company, the Board of Directors of the Company at their meeting held on 5th September, 2020, on the recommendation of the Nomination and Remuneration Committee, and, subject to the approval of the Shareholders of the Company, appointed him as the Whole-Time Director [designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) years effective 5th September, 2020, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder:

REMUNERATION:

- i) Salary:** the Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh Only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee from time to time.
- ii) Commission:** Not entitled to any profit based Commission
- iii) Perquisites:** the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

DUTIES: Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director while looking after general administration of the Company, shall manage the business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 and Listing Regulations to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company.

REIMBURSEMENT OF EXPENSES: The expenses incurred in connection with the business of the Company are reimbursable

MINIMUM REMUNERATION: In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Shreyas Raisonni (DIN: 06537653) as a Whole-Time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act.

Mr. Shreyas Raisonni (DIN: 06537653) is not disqualified from being appointed as a Whole-Time Director of the Company in terms of section 164 of the Companies Act 2013 and has given consent to act as a Whole-Time Director of the Company.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:	
Nature of industry	Construction of Buildings
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	Rs. 2,61,51,315 (2019-20)
II. INFORMATION ABOUT THE APPOINTEE:	
Background details	Mr. Shreyas Raisoni, aged about 25 years did the M.Sc. (Master of Science - MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Two (2) years of experience in the area of various technical and analytical skills.
Past remuneration	Not applicable, as Mr. Shreyas Raisoni was not paid any remuneration from the Company prior to this appointment.
Recognition or Awards	Nil, hence not applicable.
Job profile and her suitability	Subject to the supervision, control and direction of the Board of Directors, Mr. Shreyas Raisoni shall be responsible for the day-to-day management of the Company.
Remuneration proposed	<p>Remuneration (Basic Salary) of Rs. 1,00,000/- (Rupees One Lakh Only) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time, perquisites / benefits will be payable as per the rules of the Company and performance based bonus be payable subject to approval of the Board of Directors of the Company from time to time.</p> <p>The terms and conditions of appointment including the remuneration payable to Mr. Shreyas Raisoni, as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company is well within the ceiling as laid down under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).</p>

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Having considered his qualification, experience and responsibilities, the Board recommends the Members, the appointment of Mr. Shreyas Raisonni, as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] and it is in the interest of the Company. The explanatory statement can be viewed as an overview of the terms of appointment of Mr. Shreyas Raisonni to the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Shreyas Raisonni does not hold any Equity Shares of the Company and has no pecuniary relationship, either directly or indirectly, with the Directors and Key Managerial Personnel of the Company. Mr. Shreyas Raisonni is the son of Mr. Sunil Raisonni, Company's Promoter, and thus has a direct relationship with him.
III. OTHER INFORMATION :	
Reasons of loss or inadequate profits	Market dynamics tend to affect businesses in the infrastructure sector, as a result of which the company will have inadequate or no income to reach the negotiated acceptable management remuneration.
Steps taken or proposed to be taken for improvement	The company is in the process of growing its current capacity to add economies of scale to its market & will definitely increase its profitability in the near future.
Expected increase in productivity and profits in measurable terms	As such, the company cannot measure the rise in its projected earnings and income.
IV. Additional information to be given to the members in terms of Secretarial Standards-2 is forming part of the accompanying notice.	

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary & Special Resolution as set out at Item No. 6 & 7 of the Notice for approval of the shareholders.

Except Mr. Shreyas Raisonni, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 8 & 9 : To appoint Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) of the Company:

The members are informed that Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) was appointed as an Additional Director by the Board of Directors of the Company, effective 5th September, 2020.

Mr. Nitesh Sanklecha, aged about 41 years, has been Fellow Member of Institute of Chartered Accountants of India since March, 2003 and has completed his Ph.D. in Commerce & Management. He has seventeen (17) years of professional experience in the construction industry and has worked on numerous construction projects and has strong background in the overall administration and management of a company.

Keeping in view the vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board of Directors of the Company at their meeting held on 5th September, 2020, on the recommendation of the Nomination and Remuneration Committee, and, subject to the approval of the Shareholders of the Company, appointed Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) Years effective 5th September, 2020, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder.

The terms and conditions governing the employment of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company:

REMUNERATION:

- i) **Salary:** the Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee from time to time.
- ii) **Commission:** Not entitled to any profit based Commission
- iii) **Perquisites:** the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

DUTIES: Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director while looking after general administration of the Company, shall manage the business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 and Listing Regulations to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company.

REIMBURSEMENT OF EXPENSES: The expenses incurred in connection with the business of the Company are reimbursable.

MINIMUM REMUNERATION: In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as a Managing Director & Chief Financial Officer of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act.

Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) is not disqualified from being appointed as a Managing Director & Chief Financial Officer of the Company in terms of section 164 of the Companies Act 2013 and has given consent to act as a Managing Director of the Company.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:	
Nature of industry	Construction of Buildings
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	Rs. 2,61,51,315 (2019-20)

II. INFORMATION ABOUT THE APPOINTEE:	
Background details	Mr. Nitesh Sanklecha has been Fellow Member of Institute of Chartered Accountants of India since March, 2003 and has completed his Ph.D. in Commerce & Management. He has seventeen (17) years of professional experience in the construction industry and has worked on numerous construction projects & has strong background in the overall administration and management of a company.
Past remuneration	Not applicable, as Mr. Nitesh Sanklecha was not paid any remuneration from the Company prior to this appointment.
Recognition or Awards	Nil, hence not applicable.
Job profile and her suitability	Subject to the supervision, control and direction of the Board of Directors, Mr. Nitesh Sanklecha shall be responsible for the day-to-day management of the Company.
Remuneration proposed	<p>Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with suitable annual increments, as may be determined by the Committee and / or Board of Directors from time to time, perquisites / benefits will be payable as per the rules of the Company and performance based bonus be payable subject to approval of the Board of Directors of the Company from time to time.</p> <p>The terms and conditions of appointment including the remuneration payable to Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company is well within the ceiling as laid down under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).</p>

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Having considered his qualification, experience and responsibilities, the Board recommends the Members, the appointment of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] and it is in the interest of the Company. The explanatory statement can be viewed as an overview of the terms of appointment of Mr. Nitesh Sanklecha to the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Nitesh Sanklecha holds 2000 Equity Shares of the Company and has no pecuniary relationship, either directly or indirectly, with the Directors and Key Managerial Personnel of the Company.
III. OTHER INFORMATION:	
Reasons of loss or inadequate profits	Market dynamics tend to affect businesses in the infrastructure sector, as a result of which the company will have inadequate or no income to reach the negotiated acceptable management remuneration.
Steps taken or proposed to be taken for improvement	The company is in the process of growing its current capacity to add economies of scale to its market and will definitely increase its profitability in the near future.
Expected increase in productivity and profits in measurable terms	As such, the company cannot measure the rise in its projected earnings and income.
IV. Additional information to be given to the members in terms of Secretarial Standards-2 is forming part of the accompanying notice.	

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the Ordinary & Special Resolution as set out at Item No. 8 and 9 of the Notice for approval of the shareholders.

Except Mr. Nitesh Sanklecha, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

Item No. 10: To amend the Object Clause of Memorandum of Association of the Company

The rapid development of the infrastructure industry has led the Company to start working on new revenue sources which are not clearly identified under the main objects of the Company. In order to allow the Company to expand on these market opportunities, the Board of Directors of the Company at its meeting held on 5 September 2020 approved the modification of the MOA of the Company and the Board is now seeking the approval of the Members for the addition in the Clause III A (Object Clause) of the MOA of the Company in the manner set out in the Special Resolution in Item 10. The addition in the Object Clause includes the consent of the shareholders by means of special resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The addition in the object clause of the MOA, as set out in the resolution, will allow the Company to carry out its business cost - effectively.

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 AGM. The aforesaid documents are also available for inspection at the AGM.

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. 10 as set out in this Notice.

By Order of the Board of Directors,

**For SHRADHA INFRAPROJECTS LIMITED
[Formerly known as Shradha Infracore (Nagpur) Limited]**

**SD/-
Komal Shrimankar
Company Secretary**

**Date: 5th September, 2020
Place: Nagpur**

PROFILE OF DIRECTOR

ANNEXURE TO ITEM 2, 4, 5, 6, 7, 8 & 9

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	Mrs. Mragna Gupta	Ms. Asha Sampath	Mr. Satish Wate	Mr. Shreyas Raisoni	Mr. Nitesh Sanklecha
DIN (Director Identification Number)	07587619	02160962	07792398	06537653	03532145
Date of Birth	23/06/1980	13/05/1965	22/12/1955	16/02/1995	01/07/1979
Date of Appointment as Director	25/03/2017	05/09/2020	05/09/2020	05/09/2020	05/09/2020
Nationality	Indian	Indian	Indian	Indian	Indian
Qualifications	Ph.D. in Commerce (Thesis: Dynamics in Tourism Industry); Master's Degree in Commerce and Business Administration, Post Graduate Diploma in Computer Applications	International Executive Management Development (UK) , ICMA, London ACS , FCA	Masters and Doctorate in Biochemistry from Nagpur University	M.Sc. (Master of Science – MS Information Systems) from Robert H. Smith School of Business, University of Maryland	Ph.D. in Commerce & Management, Fellow Member of Institute of Chartered Accountants of India since March, 2003.

Brief Profile	Comprehensive expertise and practical experience in planning and building corporate practices, overall portfolio strategies.	An accomplished professional with over 25 years of rich experience in Executive leadership and Board Roles across Sectors and Geographical regions both in India and Abroad	Having a vast knowledge and rich experience in the Corporates	Comprehensive Experience as an executive in International Marketing team, Export (Europe) Division, International Markets and in various fields.	Comprehensive expertise and professional experience in the Treasury, Accounting and Finance divisions, as well as designing and proposing corporate practices, plans and auditing, financial analysis and portfolio management.
Number of Shares held in the Company	Nil	Nil	Nil	Nil	2000
List of the Directorship held in other companies (excluding foreign, private and Section 8 Companies)	Nil	Toyota Financial Services India Limited	Ceinsys Tech Limited	Nil	Nil
Chairman / Member in the Committees of Board of other Companies in which he is the Director	NIL	NIL	NIL	NIL	NIL
Disclosure of relationship between directors (inter -se)	All the Directors are independent and not related to each other (inter-se)				

ATTENDANCE SLIP

ATTENDANCE SLIP of Twenty Third (23rd) Annual General Meeting dated Wednesday, 30 September, 2020 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 Third (23rd)** Annual General Meeting of the Company at Vivekananda Hall, Shradha House, Near Shri Mohini Complex, Kingsway, Nagpur 440001, Maharashtra dated Wednesday, 30 September, 2020 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.

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	
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 Third (23rd) Annual General Meeting** of the Members of the **SHRADHA INFRAPROJECTS LIMITED** [Formerly known as Shradha Infraprojects (Nagpur) Limited] will be held on Wednesday, 30 September, 2020 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 Businesses:				
1.	Approval of Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2020 along with the Auditor's Report and the Boards' Report and Annexure thereof.			
2.	Appointment of Mrs. Mragna Gupta (DIN: 07587619), who retires by rotation and being eligible, offers herself for re-appointment.			
3.	Re-appointment of M/s. Paresh Jairam Tank & Co., Chartered Accountants, as Statutory Auditors of the Company			
Special Businesses:				
4.	Appointment of Ms. Asha Sampath (DIN: 02160962) as an Independent Director of the Company:			
5.	Appointment of Mr. Satish Ramchandra Wate (DIN: 07792398) as an Independent Director of the Company:			
6.	Appointment of Mr. Shreyas Rasoni (DIN: 06537653) as a Director of the Company			
7.	Appointment of Mr. Shreyas Rasoni (DIN: 06537653) as a Whole-Time Director of the Company			
8.	Appointment of Mr. Nitesh Sanklecha (DIN: 03532145) as a Director of the Company			
9.	Appointment of Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) of the Company			
10.	To amend the Object Clause of Memorandum of Association of the Company			

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 Infraprojects (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 23RD 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

