

NOTICE OF 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Fifth (25th) Annual General Meeting** of the Members of **SHRADHA INFRAPROJECTS LIMITED** will be held on Saturday, 24th September, 2022 at 11:30 A.M. through video conferencing/other audio visual means to transact the following businesses:

ORDINARY BUSINESSES:

TO RECEIVE, CONSIDER AND ADOPT:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2022 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, 2022 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, 2022 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 MR. SHREYAS RAISONI (DIN: 06537653), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

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

"RESOLVED THAT Mr. Shreyas Raisonni (DIN: 06537653), 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 MR. RAVINDRA SINGH SINGHVI (DIN: 03417200) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY:

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

"RESOLVED THAT pursuant to Sections 149(6), 150 and 152 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravindra Singh Singhvi (DIN: 03417200), Director (Category Non-executive & Independent) of the Company, who has confirmed and submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for re-appointment, 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 re-appointed as a Director (Category Non-executive, Independent) of the Company, not liable to retire by rotation, for a fixed Second term of Five (5) consecutive years effective Twenty Fifth (25th) Annual General Meeting held for the year 2021-2022 upto the conclusion of Thirtieth (30th) Annual General Meeting to be held for the financial year 2026-2027."

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

SPECIAL BUSINESSES:

4. TO RE-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 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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable and subject to the

approval of the Central Government and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, approval of the members of the Company be and is hereby accorded for the Re-appointment of Mr. Shreyas Raisonni (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. 05th September, 2023, on the terms and conditions including payment of minimum remuneration [limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013], as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company as stated in the explanatory statement to this resolution, with authority to the Board of Directors including any Nomination and Remuneration Committee thereof to revise, amend, alter, vary and implement the terms and conditions of re-appointment including payment of minimum remuneration or any other terms and conditions as it may deem fit and proper, from time to time subject to the provisions of the Companies Act, 2013 read with Schedule V to the Act."

"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."

5. TO RE-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 the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable and subject to the approval of the Central Government and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, approval of the members of the Company be and is hereby accorded for the re-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, liable to retire by rotation, for a period of Three (3) years w.e.f. 05th September, 2023, on the terms and conditions including payment of minimum remuneration [limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013], as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company as stated in the explanatory statement to this resolution, with authority to the Board of Directors including any Nomination and Remuneration Committee thereof to revise, amend, alter, vary and implement the terms and conditions of re-appointment including payment of minimum remuneration or any other terms and conditions as it may deem fit and proper, from time to time subject to the provisions of the Companies Act, 2013 read with Schedule V to the Act."

"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."

By Order of the Board,

For SHRADHA INFRAPROJECTS LIMITED

Sd/-

SHRIKANT HUDDAR
COMPANY SECRETARY

Date: 12 August, 2022

Place: Nagpur

NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Business as set out above to be transacted at AGM is annexed hereto and forms part of this Notice. The relevant details in respect of Directors seeking reappointment at the AGM, in terms of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.
2. Pursuant to the General Circular No. 2/2022 dated May 5, 2022 and other circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), companies are allowed to convene their AGMs through VC / OAVM, without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars, the AGM of the Company is being held through VC / OAVM. The MCA Circulars read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 ("SEBI Circular"), has dispensed with the requirement of sending the physical copies of the AGM Notice and Annual Report to the members. Accordingly, the Notice of the AGM and the Annual Report (2021-22) of the Company are being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. Members may note that the copies of the Notice of the AGM and the Annual Report (2021-22) are also available on the website of the Company at www.shradhainfra.in, websites of the Stock Exchanges, National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com for the AGM. Members who wish to obtain physical copies of the AGM Notice and the Annual Report (2021-22), may write to us at investorinfo@shradhainfra.in.
3. In accordance with the SEBI Circular and the MCA Circulars, the facility to appoint a proxy to attend and cast votes for the members is not available for this AGM. Since this AGM is held through VC, the facility of appointment of proxies is not available for this AGM, in terms of the said Circulars. Accordingly, no proxy form is enclosed with this notice. However, representatives of member's u/s 112 and 113 can be appointed to participate and vote at this AGM.
4. Members, are encouraged to attend and vote at this AGM through VC. The attendance of the Members attending this AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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.
6. As the AGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
8. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
9. Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.

10. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 17th September 2022, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
11. A statement giving additional details of the Directors seeking appointment / re-appointment as set out at Item No.2, 3 & 4 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
12. In the general interest of the Members, it is requested of them to update their bank mandate/NECS/Direct credit details/name/address/power of attorney and update their Core Banking Solutions enabled account number:
 - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

Kindly note that as per Regulation 12 read with Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for distribution of dividends or other cash benefits to the investors, electronic mode of payments like National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), Real Time Gross Settlement (RTGS) and National Electronic Funds Transfer (NEFT) shall be used. In cases where the details like MICR no., IFSC no. etc. required for effecting electronic payments are not available, physical payment instrument like dividend warrants, will be used.

Accordingly, we recommend you to avail the facility of direct electronic credit of your dividend and other cash benefits, as and when declared, through electronic mode and in all cases keep your bank account details updated in your demat account/physical folio.

13. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 17 September 2022 to Saturday, 24 September 2022 (both days inclusive) for the purpose of Annual General Meeting.
14. 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.
15. 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.
16. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrar and Transfer Agent of the Company (in case of shares held in physical form), as the case may be, about:
 - (i). the change in the residential status on return to India for permanent settlement;
 - (ii). the particulars of the NRE account with a bank in India, if not furnished earlier.

17. 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.

18. The Company has appointed M/S Y. N. Kanojiya & CO. Chartered Accountants (FRN. 144428W) Nagpur, as the scrutinizer for conducting the process of remote e-voting in a fair and transparent manner.

19. E-Voting:

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Saturday, 17th September, 2022 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. 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, i.e. Saturday, 17th September, 2022, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.

INSTRUCTIONS FOR ATTENDING THE E-AGM AND E-VOTING ARE AS FOLLOWS:

1. Process and manner for members opting for voting through Electronic means:

- (i). Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- (ii). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, 17th September, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii). A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, 17th September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this part.
- (iv). The remote e-voting will commence on Wednesday, 21st September, 2022 at 9.00 a.m. and will end on Friday, 23rd September, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cutoff date i.e. Saturday, 17th September, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi). The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, 17th September, 2022.
- (vii). The Company has appointed M/S Y. N. Kanojiya & CO. Chartered Accountants (FRN. 144428W) Nagpur, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

2. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in p physical mode and non-individual shareholders in demat mode.

- (i). The voting period begins on Wednesday, 21st September, 2022 at 9.00 a.m. and will end on Friday, 23rd September, 2022 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 17th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii). Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv). In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular dated 9th December, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode, is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v). Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding shares in physical form:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 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,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders & other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi). After entering these details appropriately, click on "SUBMIT" tab.
- (vii). Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii). For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix). Click on the EVSN of the Company- Shradha Infraprojects Limited on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv). If a demat account holder has forgotten the login 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. 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). **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorinfo@shraddhainfra.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER :

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast Seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance__ days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) 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 toll free no. 1800 22 55 33.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM or view the live webcast of AGM through the CDSL e-Voting system. Members 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.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

OTHER INSTRUCTIONS

- I. Shareholders can update their mobile numbers and e-mail IDs (which may be used for sending future communication(s)) by writing to investorinfo@shradhainfra.in.
- II. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Saturday, 17th September, 2022 may obtain the login ID and password by sending an email to investorinfo@shradhainfra.in or investor@bigshareonline.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No.
- III. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the Meeting.
- IV. Members who are registered in advance will only be allowed to express their views or ask questions at AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - (a) Since AGM is being conducted through VC / OAVM, Members having any query or seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write /send email to the Company at least seven days in advance at investorinfo@shradhainfra.in. The same will be replied by the Company suitably.
 - (b) Members who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up either during the meeting or shall be replied by the Company suitably within 7 days from AGM date.

- V. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investorinfo@shradhainfra.in before September 17th, 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.shradhainfra.in and on the website of CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the National Stock Exchange of India Limited, Mumbai where the shares of the Company are listed.

EXPLANATORY STATEMENT

STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

ITEM NO.3: TO RE- APPOINT MR. RAVINDRA SINGH SINGHVI (DIN: 03417200) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY:

Mr. Ravindra Singh Singhvi (DIN: 03417200), was appointed as Director by the members of the Company at its 20th Annual General Meeting held on 13th September, 2017 for a first term of Five (5) consecutive years effective Twentieth (20th) Annual General Meeting for the financial year 2016-17 upto the conclusion of Twenty Fifth (25th) Annual General Meeting to be held for the Financial Year 2021-22. Further, his first term expires at the ensuing Twenty fifth (25th) of the Company.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a Special Resolution Mr. Ravindra Singh Singhvi (DIN: 03417200), is independent of the Management and Promoters of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member of the Company, proposing her candidature for the office of a Director of the Company.

The Board of Directors, considering recommendation of Nomination and Remuneration Committee fulfills the conditions specified in the Act and Listing Regulations and given his background, experience, contribution made by her during her tenure as Independent Director and the performance evaluation, feels that the continued association of Mr. Ravindra Singh Singhvi [DIN: 03417200] would be beneficial to the interest of Company, recommends his appointment as a Director [Category - Non-executive, Independent], of the Company, not liable to retire by rotation and to hold the office for a fixed second term of Five (05) consecutive years i.e. from the conclusion of Twenty-Fifth (25th) Annual General Meeting up to the conclusion of Thirtieth (30th) Annual General Meeting to be held for the financial year 2026-2027.

It is proposed to re-appoint Mr. Ravindra Singh Singhvi (DIN: 03417200), as a Director (Category - Non-executive, Independent) of the Company pursuant to the provisions of Section 149(6), 150 and 152 of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a fixed Second term of Five (5) consecutive years effective Thirtieth (30th) Annual General Meeting to be held for the financial year 2026-2027.

The brief profile of Mr. Ravindra Singh Singhvi (DIN: 03417200), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships of Board / Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice. The additional information, related to Mr. Ravindra Singh Singhvi (DIN: 03417200), has been given in the Corporate Governance Report and Board Report which forms an integral part of this Annual Report, as per the provisions of Regulations 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ["Listing Regulations"] and Clause 1.2.5 of the Secretarial Standards-2.

Mr. Ravindra Singh Singhvi (DIN: 03417200), is not disqualified from being appointed as a Director in terms of

Section 164 of the Act and has given his consent to act as a Director (Category - Non-executive & Independent) of the Company.

The Company has received a declaration from Mr. Ravindra Singh Singhvi (DIN: 03417200), that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with the Rules made there under. The Company has also received a self-declaration from Mr. Ravindra Singh Singhvi (DIN: 03417200), to the effect that he was or is not debarred from holding the office of a Director pursuant to any order of the SEBI or such other authority in terms of SEBI's Circular No. LIST/COMP/14/2018-19 dated 20th June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

The terms and conditions of his appointment (draft appointment letter) shall be open for inspection by the Members of the Company, at the Registered Office of the Company during the normal business hours on any working day till the date of Twenty Fifth (25th) Annual General Meeting of the Company.

Mr. Ravindra Singh Singhvi (DIN: 03417200) may be deemed to be interested or concerned in the Resolution set out at Item No. 3 of the Notice with regard to his appointment. Except Mr. Ravindra Singh Singhvi (DIN: 03417200), none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholdings, if any.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval of the members at the ensuing Annual General Meeting.

ITEM NO. 4 : TO APPOINT MR. SHREYAS RAISONI (DIN: 06537653) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

The members are informed that Mr. Shreyas Raisonni (DIN: 06537653) was appointed as Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three years w.e.f. 05 September, 2020 which is valid till the period of 04th September 2023.

Mr. Shreyas Raisonni, aged about 27 years did the M.Sc. (Master of Science - MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Four (4) 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 12th August 2022, 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 05 September, 2023, 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. 3,22,96,991/- (2021-22)
II. INFORMATION ABOUT THE APPOINTEE:	
Background details	Mr. Shreyas Raisonni, aged about 27 years did the M.Sc. (Master of Science - MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Four (4) years of experience in the area of various technical and analytical skills.
Past remuneration	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.
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 Raisonni shall be responsible for the day-to-day management of the Company.
Remuneration proposed	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.
	The terms and conditions of appointment including the remuneration payable to Mr. Shreyas Raisonni, 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).

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.
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 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 Special Resolution as set out at Item No. 4 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. 5: 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) who was appointed as a Managing Director & Chief Financial Officer (CFO) of the Company for a period of three years effective from 05 September, 2020 which is valid till the period of 04th September 2023.

Mr. Nitesh Sanklecha, aged about 43 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 Nineteen (19) 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 12th August 2022, on the recommendation of the Nomination and Remuneration Committee, and, subject to the approval of the Shareholders of the Company, re-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 05 September, 2023 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. 3,22,96,991/- (2021-22)
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 Nineteen (19) 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.
Past remuneration	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.

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	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. 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).
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.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Nitesh Sanklecha holds 2100 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 Special Resolution as set out at Item No. 5 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.

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

**Sd/-
SHRIKANT HUDDAR
COMPANY SECRETARY**

Date: 12th August 2022

Place: Nagpur

ANNEXURE

PROFILE OF DIRECTOR

Details of Directors seeking appointment / reappointment at the 25th Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are as follows:

Name of the Director	Mr. Nitesh Sanklecha	Mr. Shreyas Raisonni	Mr. Ravindra Singhvi
DIN (Director Identification Number)	03532145	06537653	03417200
Date of Birth	01/07/1979	16/02/1995	16/08/1957
Date of Appointment as Director	05/09/2020	01/09/2020	18/05/2017
Nationality	Indian	Indian	Indian
Qualifications	Ph.D. in Commerce & Management, Fellow Member of Institute of Chartered Accountants of India since March, 2003.	M.Sc. (Master of Science -MS Information Systems) from Robert H. Smith School of Business, University of Maryland	Qualified Chartered Accountant, Company Secretary and Law graduate.
Brief Profile	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.	Comprehensive Experience as an executive in International Marketing team, Export (Europe) Division, International Markets and in various fields.	Overall 42 years of experience in the entire gamut of Manufacturing Industries in Overall Management, Business Profitability, and Performance & Growth of Large Diversified Manufacturing Companies.
Number of Shares held in the Company	2100	Nil	Nil
List of the Directorship held in other companies (excluding foreign, private and Section 8 Companies)	Nil	Nil	Nil
Chairman / Member in the Committees of Board of other Companies in which he is the Director	NIL	NIL	Nil
Disclosure of relationship between directors (inter-se)	Not related to any Director, Manager and other Key Managerial Personnel of the Company		