



SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

CIN - U45200MH1997PLC110971

Registered Office Address - Shradha House, Near Shri Mohini Complex, Kingsway, Block No F/8,
Nagpur 440001, Maharashtra, India

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

Through Online Filing

Ref No: SINL/CS/22

Date: 09th September, 2018

To,
The Manager, Listing Department,
National Stock Exchange of India Limited
SME Platform – NSE EMERGE
Exchange Plaza, C-1, Block –G,
Bandra Kurla Complex, Bandra (East)
Mumbai- 400051, Maharashtra, India

Reference: Symbol: SHRADHA (Series: SM)

ISIN No: INE 715 Y 01015

Dear Sir/ Madam,

Subject: Minutes of 21st Annual General Meeting

We enclosed herewith the copy of the Minutes of the 21st Annual General Meeting held on 28th September, 2018 at 04.30 PM at Vivekananda Hall, Shradha House, Near Shri Mohini Complex, Kingsway, Nagpur 440001, Maharashtra, India.

You are requested to kindly take the same on record.

Thanking You

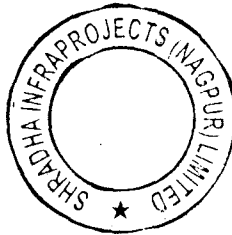
Yours Sincerely,

For SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

K.S. Shrinankar

Komal Shrinankar

Company Secretary & Compliance Officer
(ICSI M. No. A47702)



HELD AT _____ ON _____ TIME _____

MINUTES OF THE TWENTY-FIRST (21ST) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF SHRADHA INFRAPROJECTS (NAGPUR) LIMITED HELD ON FRIDAY, 28TH SEPTEMBER, 2018 AT 04.30 PM AT VIVEKANANDA HALL, SHRADHA HOUSE, NEAR SHRI MOHINI COMPLEX, KINGSWAY, NAGPUR 440001, MAHARASHTRA, INDIA

NAME OF THE COMPANY : SHRADHA INFRAPROJECTS (NAGPUR) LIMITED

SERIAL NUMBER OF THE : 21ST ANNUAL GENERAL MEETING (AGM) MEETING

TPYE OF THE MEETING : ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY

DAY & DATE OF THE : FRIDAY, 28TH SEPTEMBER, 2018 MEETING

TIME OF COMMENCEMENT : 04.30 PM OF THE MEETING

VENUE OF THE MEETING : VIVEKANANDA HALL, SHRADHA HOUSE, NEAR SHRI MOHINI COMPLEX, KINGSWAY, NAGPUR 440001, MAHARASHTRA, INDIA

PRESENT (IN PERSON):

Members of Board of Directors:

Mr. Sunil Raisoni : Chairman & Managing Director
Ms. Mragna Anunay Gupta : Non-Executive, Non-Independent Director
Ms. Tripti Dheeraj Kochar : Non-Executive, Independent Director

IN ATTENDANCE:

Ms. Komal Shrimankar : Company Secretary & Compliance Officer
Mr. Yogesh Kanojiya : Scrutinizer
(Proprietor of Y. N. Kanojiya & Co.)

BY INVITATION:

Ms. Riddhita Agrawal : Secretarial Auditor
Ms. Anjana Tolani : Representative of Statutory Auditor (M/s V. K Surana & Co.)

HELD AT _____ ON _____ TIME _____

In aggregate, 10 members were present in person and 2 Members were represented by their authorized representatives.

1. CHAIRMAN OF THE MEETING:

In accordance with the provisions of the Article 67 of the Articles of Association of the Company, the Chairman of the Board shall preside as Chairman at every general meeting of the Company. Accordingly, Mr. Sunil Raison, Chairman of the Board of the Company presided over the meeting.

The Chairman formally extended a very warm welcome to all the Members to the 21st Annual General Meeting of the Company.

2. QUORUM:

The quorum as required under the Companies Act, 2013, being present, the Company Secretary and Compliance Officer called the meeting to order.

At the direction of the Chairman, Ms. Komal Shrimankar, Company Secretary of the Company informed the Shareholders that Mr. Ravindra Singh Singhvi, Independent Director and Mr. Siddharth Raison, Chief Financial Officer of the Company could not attend the meeting as they were pre-occupied and have expressed their inability verbally to attend the meeting.

After ascertaining that the requisite quorum for the meeting was present, at the direction of the Chairman, Ms. Komal Shrimankar, Company Secretary of the Company declared the meeting open. The requisite quorum was present while transacting the business.

3. STATUTORY RECORDS AND REGISTERS:

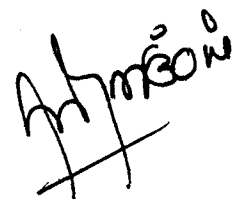
It was announced that the Registers of Members and Directors and KMPs, Auditors' Report, Secretarial Audit Report and other Statutory Registers were placed before the meeting and kept open for inspection by the members during the meeting.

All material documents referred to in the Explanatory Statement of the Notice convening the 21st Annual General Meeting were made available for inspection by members.

4. CHAIRMAN'S SPEECH:

Addressing the Shareholders, the Chairman of the meeting in his speech, summarized about the economic scenario and outlook of the world and in particular, of Indian Economy and its outlook. He added that though it is a difficult financial year for global economy, India will emerge as one of the fastest growing major economy in the world.

The Chairman of the meeting in his speech apprised the members about overall performance of the Company during the financial year 2017-2018 under review as well as current financial year 2018-2019.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The Chairman also apprised the Members of the Company that the sustainability of business pivots on the quality of the ecosystem within which it operates. It is therefore a moral imperative for responsible corporate to actively implement measures to improve business performance, reduce social disparities, and mitigate the environmental impact of industrial development.

The Chairman of the meeting in his speech, added that at Shradha Infra, we believe that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics and our mission to create value for all our stakeholders.

While acknowledging all round support of all concerned, the Chairman assured the Members that the Company is in safe hands and will achieve excellence.

5. NOTICE OF MEETING:

With the consent of the Company's members present, the Notice dated 3rd September, 2018 convening the 21st Annual General Meeting as circulated to the members was taken as read.

6. AUDITORS' REPORT:

With the consent of the Members present, the Report of the Statutory Auditors' on the Financial Statements for the year 2017-18 ended 31st March, 2018 were taken as read.

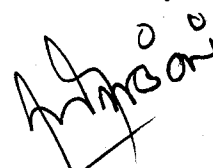
At the direction of the Chairman, Ms. Komal Shrimankar, Company Secretary informed the Shareholders that there are no qualifications, observations or comments by the Auditors on the Annual Financial Statements of the Company.

7. REMOTE E-VOTING AND BALLOT VOTING:

At the direction of the Chairman, Ms. Komal Shrimankar, Company Secretary of the Company, informed the Shareholders that in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company had provided remote e-Voting facility to the members of the Company in respect of ordinary and special business to be transacted at the Annual General Meeting. The e-voting commenced on Tuesday, 25th September 2018 (10:00 a.m.) and ended on Thursday, 27th September, 2018 (5:00 P.M.).

The members were informed that the Company has made arrangement to provide facility of voting by Ballot paper at the Annual General Meeting to those members who could not cast their vote by remote e-Voting. Shareholders who have already cast their vote by electronic means shall not vote by way of ballot voting at the meeting, and, if voted, it will not be counted.

The members were informed that the Company has not received questions in advance on the Financial Statements for the Financial Year 2017-18 or on any other resolution from any of the members.



CHAIRMAN'S INITIALS

HELD AT _____

ON _____

TIME _____

There being no questions/queries from the members, the Chairman advised the Company Secretary to carry out the procedure for voting on all 4 resolutions by Ballot Paper.

The Company Secretary explained the procedure for exercising the votes by the members through Ballot Paper and placed all the 4 resolutions for voting. CA Yogesh Kanojiya, Chartered Accountant in Practice, Nagpur (ICAI Membership No. 143126) was appointed as Scrutinizer to scrutinize the Ballot Paper voting and to submit his report.

At the direction of the Chairman, the Company Secretary of the Company informed that the result of the voting on each resolution shall be determined by adding the votes of the Ballot Paper in favour or against a resolution with the electronic votes cast by the members in favour or against a respective resolution.

Further, she declared that on receipt of Consolidated Scrutinizer's Report on the poll conducted (by electronic mode and by physical mode), the result of voting would be declared within 48 hours of the conclusion of this meeting at the Registered Office of the Company. The result to be declared for each resolution shall indicate separately the votes cast in favour of the resolution (assent) and votes cast against the resolution (dissent) including invalid votes, if any and would be intimated to the NSE SME Emerge along with Report of the Scrutinizer.

The voting results shall also be uploaded on the Company's website i.e. www.shradhainfra.in. The Consolidated Scrutinizer's Report on Remote e-voting and Poll would be available at the Registered Office of the Company.

8. Based on Consolidated Scrutinizer Report dated 29th September, 2018 on the remote e-voting as well as on ballot voting at the venue of the Annual General Meeting, the Chairman announced the results of the voting on 29th September, 2018 that all the resolutions for Ordinary and Special Business as set out at item No. 1 to 4 in the Notice of the 21st Annual General Meeting of the Company have been duly passed by the requisite majority. The details of the same are as under:

BUSINESS AS PER NOTICE:

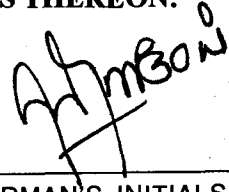
The Company Secretary & Compliance Officer thereafter proceeded with the business to be transacted at the meeting.

ORDINARY BUSINESS:

ITEM NO. 1:

ADOPTION OF THE AUDITED FINANCIAL STATEMENTS (ORDINARY RESOLUTION):

THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 TOGETHER WITH THE DIRECTORS' AND AUDITORS' REPORTS THEREON:



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Mr. Nitesh Sanklecha, Shareholder of the Company proposed the following Ordinary Resolution, which was seconded by Ms. Preeti Pachariwala, Shareholder of the Company:

“RESOLVED THAT the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2018 consisting of Balance Sheet as at 31st March, 2018, Statement of Profit and Loss for the year ended 31st March, 2018 and Cash Flow Statement for the year ended 31st March, 2018 together with the Notes on financial statements and the reports of the Board of Directors and Auditors including annexure thereof laid before this meeting, be and are hereby considered and adopted.”

Particulars	Votes Cast			
	For	%	Against	%
Remote E-Voting	73,26,568	75.98	0	0.00
Ballot Voting	10,000	0.10	0	0.00
TOTAL (A+B+C)	73,36,568	76.08	0	0.00

The resolution was carried with the requisite majority as per the votes cast “for” the resolution as above.

ITEM NO. 2:

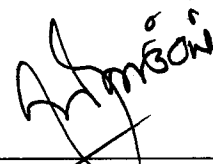
APPOINTMENT OF A DIRECTOR IN PLACE OF MS. MRAGNA GUPTA (DIN: 07587619), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT (ORDINARY RESOLUTION):

Ms. Priti Ravindrakumar Bajaj, Shareholder of the Company proposed the following Ordinary Resolution, which was seconded by Ms. Anita Ajay Kadam, Shareholder of the Company:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Ms. Mragna Gupta (DIN: 07587619), who retires by rotation at this meeting and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Particulars	Votes Cast			
	For	%	Against	%
Remote E-Voting	73,26,568	75.98	0	0.00
Ballot Voting	10,000	0.10	0	0.00
TOTAL (A+B+C)	73,36,568	76.08	0	0.00

The resolution was carried with the requisite majority as per the votes cast “for” the resolution as above.



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

SPECIAL BUSINESS:**ITEM NO. 3:****APPOINTMENT OF M/S PARESH JAIRAM TANK & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY (ORDINARY RESOLUTION):**

Ms. Anita Ajay Kadam, Shareholder of the Company proposed the following Ordinary Resolution, which was seconded by Mr. Ashwin Anand Pande, Shareholder of the Company:

“RESOLVED THAT pursuant to the provisions of Section 139,141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. Paresh Jairam Tank & Co., Chartered Accountants (Firm Registration No. 139681W) Nagpur be and is hereby appointed as the Statutory Auditors of the Company for a term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020, i.e. from the conclusion of Twenty First (21st) Annual General Meeting to be held for the financial year 2017-2018 until the conclusion of Twenty Third (23rd) Annual General Meeting of the Company to be held for the financial year 2019-2020, on such remuneration as agreed between the Board and Auditors, plus taxes at applicable rates and actual out of the pocket expenses, if any, incurred in connection with the Audit of Financial Statements of the Company.

Particulars	Votes Cast			
	For	%	Against	%
Remote E-Voting	73,26,568	75.98	0	0.00
Ballot Voting	10,000	0.10	0	0.00
TOTAL (A+B+C)	73,36,568	76.08	0	0.00

The resolution was carried with the requisite majority as per the votes cast “for” the resolution as above.

ITEM NO. 4:**RE-APPOINTMENT OF MRS. TRIPTI KOCHAR (DIN: 07914207) AS A DIRECTOR (CATEGORY: NON-EXECUTIVE & INDEPENDENT) OF THE COMPANY FOR A SECOND TERM (SPECIAL RESOLUTION):**

Mr. Pravin Beniramji Bhope, Shareholder of the Company proposed the following Ordinary Resolution, which was seconded by Mr. Ravindra Raut, Shareholder of the Company:

“RESOLVED THAT pursuant to Section 149, 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) and relevant provisions of the SEBI (LODR) Regulations,



CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

2015 ('Listing Regulations'), Mrs. Tripti Dheeraj Kochar (DIN: 07914207), Director (Category - Non-executive, Independent) of the Company, who has confirmed and submitted a declaration that she 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 her candidature for the office of Director of the Company, be and is hereby appointed as a Director (Category - Non-executive, Independent) of the Company, not liable to retire by rotation, for a second term of Two (02) year effective Twenty First (21st) Annual General Meeting for the financial year 2017-2018 up to the conclusion of Twenty Third (23rd) Annual General Meeting Annual General Meeting to be held for the financial year 2019-2020.

FURTHER RESOLVED 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."

Particulars	Votes Cast			
	For	%	Against	%
Remote E-Voting	73,26,568	75.98	0	0.00
Ballot Voting	10,000	0.10	0	0.00
TOTAL (A+B+C)	73,36,568	76.08	0	0.00

The resolution was carried with the requisite majority as per the votes cast "for" the resolution as above.

VOTE OF THANKS :

The Company Secretary and Compliance Officer thereafter declared the meeting closed, which concluded with a vote of thanks to the Chair. Vote of thanks was proposed by Ms. Mragna Gupta, Non-Executive, Non-Independent Director of the Company.

TIME OF CONCLUSION: 6:15 P.M.

DATE OF ENTRY: 08th October, 2018

DATE OF SIGNING: 08th October, 2018

PLACE: NAGPUR

SUNIL RAISONI

CHAIRMAN

CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

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