



**REPORT OF SCRUTINIZER**

**[Remote e - Voting]**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (ix) of the Companies (Management and Administration) Amendment Rules, 2015]**

**The Chairman,**

**SHRADHA INFRAPROJECTS LIMITED**

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

**Dear Sir,**

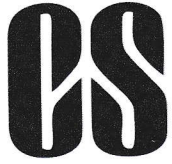
I, CS Riddhita Agrawal, Company Secretary in Practice, Mumbai (Membership No. FCS 10054, Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022) as ("the Scrutinizer"), have been appointed as a Scrutinizer by the Board of Directors of Shradha Infraprojects Limited ("the Company") in for the purpose of scrutinizing the remote e-voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, in a fair and transparent manner and ascertaining the requisite majority by remote e-voting as per the provisions of the Companies Act, 2013 and rules made there under (including any amendment thereto for the time being in force) and as per the provisions of Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Institute of Company Secretaries of India (ICSI) pursuant to Section 118 (10) of the Companies Act, 2013, on the resolutions contained in the Postal Ballot Notice.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote e-voting) on the resolutions as set out in the Postal Ballot Notice is the responsibility of the Company's management.

The e-voting facility for voting on the Postal Ballot (remote e-voting) was provided by Central Depository Services (India) Limited ("CDSL").

My responsibility as a Scrutinizer is to the render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, if any on the resolutions contained in the Postal Ballot Notice, based on the reports generated from the remote e-voting system provided by Central Depository Services (India) Limited ("CDSL"), in tandem with the reconciliation of the records maintained by the Company / Bigshare Services Private Limited (Registrar and Share Transfer Agent (RTA) of the Company).





## **DISPATCH OF POSTAL BALLOT NOTICE THROUGH ELECTRONIC MODE:**

In compliance with the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI, the Postal Ballot Notice was sent through electronic mode to the members whose e-mail addresses were registered with the Company/ Depositories on Tuesday, the 13<sup>th</sup> day of August 2024 to 5506 [after eliminating 19 bounced back e-Mail/s] Equity Shareholders (Members) of the Company, whose names were appearing in the Register of Members or List of Beneficial Owners and who had provided e-Mail ID for receipt of such document/s through electronic means.

Further, the Pre-paid envelops were not required to be sent to the members for the Postal Ballot in accordance with the requirements as specified under the circulars of MCA. Accordingly, the assent or dissent of the Members have been casted through remote e-voting system. The Notice was also made available on the website of the Company, Stock Exchanges and Central Depository Services (India) Limited ("CDSL").

The Company has also published a Notice of Postal Ballot on Wednesday 14<sup>th</sup> August, 2024 in Indian Express Nagpur' [English Language] and Loksatta, Nagpur, Vernacular [Marathi] Language, mentioning about the Postal Ballot information and also specifying therein the matters prescribed in the Act, Rules, SEBI (LODR) Listing Regulations, MCA and SEBI Circular/s.

## **CUT-OFF DATE:**

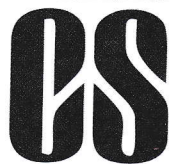
The members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date i.e. Friday, 09<sup>th</sup> August 2024, were entitled to vote on the resolutions contained in the Postal Ballot Notice. The voting rights of members were in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 09<sup>th</sup> August 2024.

## **REMOTE E-VOTING:**

The facility of remote e-voting platform was provided by Central Depository Services (India) Limited ("CDSL").

The remote e-voting period was open from Friday, 16<sup>th</sup> August, 2024 (9:00 A.M. IST) to Sunday, 15<sup>th</sup> September, 2024 (5:00 P.M. IST) on <https://www.evotingindia.com/>





**COUNTING PROCESS:**

The votes cast through remote e-voting were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited ("CDSL") in the presence of two witnesses Mr. Ramnaresh Agrawal and Mr. Vaibhav Raut who are not in the employment of the Company.

Thereafter, the details containing inter-alia List of 5832 [Five Thousand Eight Hundred & Thirty Two], Equity Shareholders (Members) of the Company, with their respective Shareholding as on Cut-off (Record) Date, i. e. On Friday, the 09<sup>th</sup> August, 2024, who voted "In favour" "against" and "invalid, abstain or by interested parties" for each of the Ordinary Resolution's that were put to Vote, were generated from the e-voting website of the CDSL and based on such Report/s Generated, Scrutinized and Reviewed by us, the Summary Results of the Voting by electronic Means, [Remote e-Voting], is annexed herewith as an Annex and forms an integral part of this Report.

I submit herewith my Scrutinizer's Report on the results of voting through remote e-voting as under:

**SPECIAL BUSINESS:**

**Item 1: Ordinary Resolution**

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED INTO BY MATERIAL UNLISTED SUBSIDIARY "ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED)" WITH "JAIN ENGINEERING WORKS (INDIA) PRIVATE LIMITED":-**

**"RESOLVED** that pursuant to Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 ('Act') read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the material subsidiary of the company i.e. Active Infrastructures Limited





(Formerly Active Infrastructures Private Limited) Company (hereinafter referred to as the “Board”) to enter into contract(s)/ arrangement(s)/ transaction(s) with Jain Engineering Works (India) Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the (Listing Obligations and Disclosure Requirement) Regulations, 2015 on such term(s) and condition(s) as the Board of Directors may deem fit, for execution of work and packages from Madhya Pradesh Jal Nigam Maryadit and Madhya Pradesh Urban Development Company Limited, for a total aggregate consideration of not exceeding Rs.142.35 Crores (Rupees One Hundred Forty Two Crores & Thirty Five Lakhs Only) including escalation if any and exclusive of GST and all other applicable taxes & duties, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

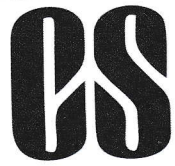
“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respect.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Total Number of members participated through remote voting	Total Number of votes cast
55	64887





Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	60449	93.1604	4438	6.8396	-
<b>Total</b>	<b>60449</b>	<b>93.1604</b>	<b>4438</b>	<b>6.8396</b>	<b>-</b>

The Ordinary resolution set out as ITEM No. 1 in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through remote e-voting.

**Item 2: Ordinary Resolution****APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH ACTIVE INFRASTRUCTURES LIMITED (FORMERLY ACTIVE INFRASTRUCTURES PRIVATE LIMITED):**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on materiality of Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s) / arrangement(s) / transaction(s) with Active Infrastructures Limited (Formerly Active Infrastructures Private Limited), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the (Listing Obligations and Disclosure Requirement) Regulations, 2015 on such term(s) and condition(s) as the Board of Directors may deem fit, for purchase of RMC (Ready Mix Concrete) and other construction / building raw materials and the duration of contract shall be for a term of Five (5) years upto the financial year 2029-2030, up to a maximum aggregate value of Rs. 25.00 Crores (Rupees Twenty Five Crores Only) for a term of Five (5) years upto the financial year 2029-30, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform or cause to be done or proposed all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto and to settle and finalize all issues that may arise in





this regard, without further referring to the Members of the Company, including without limitation, negotiating, finalizing and executing necessary agreements and such other documents as may be deemed necessary or expedient in its own discretion and in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved ratified and confirmed in all respect.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Total Number of members participated through remote voting	Total Number of votes cast
55	64887

Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	60451	93.1635	4436	6.8365	-
<b>Total</b>	60451	93.1635	4436	6.8365	-

The Ordinary resolution set out as ITEM No. 2 in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through remote e-voting.

### Item 3: Ordinary Resolution

#### APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) WITH SUNTECH INFRAESTATE NAGPUR PRIVATE LIMITED:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings





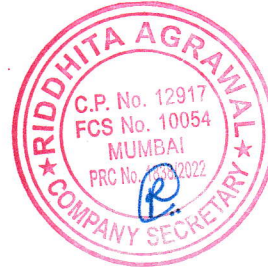
Particulars of voting	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Number	%	Number	%	
Remote e-voting	60451	93.1635	4436	6.8365	-
<b>Total</b>	60451	93.1635	4436	6.8365	-

The Ordinary resolution set out as ITEM No. 3 in the Postal Ballot notice has been passed with requisite majority by the Shareholders who have voted through remote e-voting.

I hereby confirm that the relevant records in respect of the votes cast through remote e-voting on the resolution containing in the Postal Ballot Notice by the members of the Company shall remain in my safe custody until the Chairman or a Director/person authorized in this regard considers, approves and signs the minutes/report on Postal Ballot and thereafter, I shall return the relevant records for safe keeping to the Company Secretary or any other person authorized by the Board for this purpose.

I hereby thank the Company for providing me an opportunity to act as the Scrutinizer for the above Electronic Voting System.

Thanking you,  
Yours faithfully



**CS RIDDHITA AGRAWAL**  
**SCRUTINISER & PRACTICING COMPANY SECRETARY**  
**ICSI MEM. NO: FCS - 10054**  
**CP.NO. 12917**  
**UDIN: F010054F001225631**  
**PEER REVIEW CERTIFICATE NO: 1838/2022**

**Signed and Issued on Monday, 16<sup>th</sup> September 2024 at Mumbai**

<b>Resolution (1)</b>									
<b>Resolution required: (Ordinary / Special)</b>		Ordinary							
<b>Whether promoter/promoter group are interested in the agenda/resolution?</b>		Yes							
<b>Description of resolution considered</b>		Approval of Material Related Party Transaction to be entered into by Material Unlisted Subsidiary `Active Infrastructures Limited (Formerly Active Infrastructures Private Limited)` with `Jain Engineering Works (India) Private Limited.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
<b>Promoter and Promoter Group</b>	E-Voting		0	0.0000	0	0		0	0
	Poll	15175872	0	0.0000	0	0		0	0
	Postal Ballot (if applicable)		0	0.0000	0	0		0	0
	Total	15175872	0	0.0000	0	0	0.0000	0.0000	0.0000
<b>Public-Institutions</b>	E-Voting		0	0	0	0		0.0000	0.0000
	Poll	0	0	0	0	0		0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0		0.0000	0.0000
	Total		0	0	0.0000	0	0	0.0000	0.0000
<b>Public-Non Institutions</b>	E-Voting		0	0.0000	0	0		0	0
	Poll	5073520	0	0.0000	0	0		0	0
	Postal Ballot (if applicable)		64887	1.2789	60449	4438	93.1604	6.8396	6.8396
	Total	5073520	64887	1.2789	60449	4438	93.1604	6.8396	6.8396



**CS RIDDHITA AGRAWAL  
PRACTICING COMPANY SECRETARY  
(A Peer Reviewed Unit)**

<b>Total</b>	20249392	64887	0.3204	60449	4438	93.1604	6.8396
<b>Whether resolution is Pass or Not.</b>							
Yes							

<b>Details of Invalid Votes</b>	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



### Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		Yes						
Description of resolution considered		Approval for Material Related Party Transaction(s) with Active Infrastructures Limited (Formerly Active Infrastructures Private Limited).						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	15175872	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	15175872	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	5073520	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		64887	1.2789	60451	4436	93.1635	6.8365
	Total	5073520	64887	1.2789	60451	4436	93.1635	6.8365



**CS RIDDHITA AGRAWAL  
PRACTICING COMPANY SECRETARY  
(A Peer Reviewed Unit)**

<b>Total</b>	20249392	64887	0.3204	60451	4436	93.1635	6.8365
<b>Whether resolution is Pass or Not.</b>							
							Yes

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0





<b>Resolution (3)</b>									
Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		Yes							
Description of resolution considered		Approval for Material Related Party Transaction(s) with Suntech Infraestate Nagpur Private Limited.							
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0.0000	0	0		0	
	Poll	15175872	0	0.0000	0	0		0	
	Postal Ballot (if applicable)		0	0.0000	0	0		0	
	Total	15175872	0	0.0000	0	0	0.0000	0.0000	
Public-Institutions	E-Voting		0	0	0	0		0.0000	
	Poll	0	0	0	0	0		0.0000	
	Postal Ballot (if applicable)		0	0	0	0		0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public-Non Institutions	E-Voting		0	0.0000	0	0		0	
	Poll	5073520	0	0.0000	0	0		0	
	Postal Ballot (if applicable)		64887	1.2789	60451	4436	93.1635	6.8365	
	Total	5073520	64887	1.2789	60451	4436	93.1635	6.8365	

**CS RIDDHITA AGRAWAL  
PRACTICING COMPANY SECRETARY  
(A Peer Reviewed Unit)**

<b>Total</b>	20249392	64887	0.3204	60451	4436	93.1635	6.8365
<b>Whether resolution is Pass or Not.</b>							
Yes							

<b>Details of Invalid Votes</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

