

**NOTICE OF THE SECOND (02ND) EXTRA-ORDINARY GENERAL MEETING
FOR THE FINANCIAL YEAR 2025-26.**

NOTICE is hereby given that the Second (02nd) **Extra Ordinary General Meeting** of the Members of the Company – **SHRADHA INFRAPROJECTS LIMITED** (CIN: L45200MH1997PLC110971) will be held on **Saturday, 27th day of December, 2025, at 11.30 A.M.** at the Registered Office of the Company situated at Shradha House, Near Shri Mohini Complex, Kingsway, Block No. F/8, Nagpur-440001, Maharashtra, India through Video Conferencing/Other Audio - Visual Means (“VC/OAVM”) facility, to transact the following business:

SPECIAL BUSINESSES:

1. Approval for acquisition of preference shares of Suntech Infraestate Nagpur Private Limited from Riaan Ventures Private Limited (Related Party Transaction).

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company’s policy on materiality of and dealing with related party transactions, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members be and is hereby accorded to the Company to acquire from **Riaan Ventures Private Limited**, a related party within the meaning of Regulation 2(1)(zb) of SEBI LODR and Section 2(76) of the Act, up to **₹11,60,00,000 (Rupees Eleven Crores Sixty Lakhs only)** towards acquisition of **1% Redeemable Non-Cumulative, Non-Participative, Non-Convertible Preference Shares of ₹1 each of Suntech Infraestate Nagpur Private Limited**, a wholly owned subsidiary of the Company, more specifically set out in **table A-1** in the explanatory statement to this resolution on the material term(s) and condition(s) set out therein on such terms and conditions as may be mutually agreed between the parties.”

“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to finalize and vary the terms and conditions of the said acquisition (within the overall limit of ₹11.60 crores approved by the Board), execute the necessary agreements, deeds, and other documents as may be required, file requisite forms with statutory authorities, and do all such acts, deeds, matters, and things as may be considered necessary or expedient to give effect to this resolution.”

“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.”

SHRADHA INFRAPROJECTS LIMITED

CIN : L45200MH1997PLC110971

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

E : investorinfo@shradhainfra.in | **Phone No. :** 0712-6617181 | **Website :** www.shradhainfra.in

2. To consider and approve Change of Name of the Company from SHRADHA INFRAPROJECTS LIMITED to SHRADHA REALTY LIMITED:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014, and subject to the approval of the Registrar of Companies, Maharashtra, Nagpur, the Securities and Exchange Board of India (SEBI), the National Stock Exchange of India Limited (NSE), and such other statutory or regulatory authorities as may be necessary, the consent of the Members be and is hereby accorded for changing the name of the Company from

‘SHRADHA INFRAPROJECTS LIMITED’ to ‘SHRADHA REALTY LIMITED’

“RESOLVED FURTHER THAT upon issuance of a fresh Certificate of Incorporation by the Registrar of Companies consequent upon the change of name, the existing *Clause I* of the **Memorandum of Association** of the Company be substituted with the following clause:

“I. The name of the Company is “SHRADHA REALTY LIMITED.”

“RESOLVED FURTHER THAT the name of the Company **‘SHRADHA INFRAPROJECTS LIMITED’** wherever appearing in the **Articles of Association** of the Company be substituted with the new name **‘SHRADHA REALTY LIMITED’**.

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to take all necessary steps for giving effect to this resolution, including filing requisite forms, documents, and returns with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters, and things as may be necessary or expedient to implement the aforesaid change of name and consequential alteration in the Memorandum and Articles of Association.”

REGISTERED OFFICE:

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

CIN: L45200MH1997PLC110971

E-mail: investorinfo@shradhainfra.in

Website: www.shradhainfra.in

Contact: 0712-6617181

Place: Nagpur

Date: 03rd December, 2025

By order of the Board of Directors

Shradha Infraprojects Limited

Sd/-

Shrikant Huddar

Company Secretary & Compliance Officer

Membership No: A38910

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the aforesaid special business is annexed hereto.
2. This Notice of the Extra-Ordinary General Meeting (“the Meeting”/ “EGM”) is being sent to the Members whose names appear in list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Depository Participant(s), on Friday 19 December, 2025.
3. In Compliance with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024, and 03/2025 dated September 22, 2025 (issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI circular”), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), this Notice is being sent only through electronic mode to all its Members who have registered their email addresses with the Depository Participants as on the Cut-Off date i.e., Friday, November 28, 2025.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the LODR Regulations, as amended, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating remote e- voting through electronic means.
5. Voting Rights of the Members shall be in proportion to their shares in the Paid-up Share Capital of the Company as on Saturday, 20th December, 2025.
6. Saturday, 20th December, 2025 i.e., "the Cut-off Date". A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or e-voting at the EGM. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
7. The Members who wish to speak at the meeting need to register themselves as a speaker by sending an e-mail from their registered e-mail ID mentioning their name, DP ID and Client ID/Folio number and Mobile number, on e-mail ID, investorinfo@shradhainfra.in till Saturday, 20th December, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.

SHRADHA INFRAPROJECTS LIMITED**CIN :** L45200MH1997PLC110971**Registered Office :** Shradha House, Near Shri Mohini Complex, Kingsway, Block No. F/8, Nagpur 440001, Maharashtra, India**E :** investorinfo@shradhainfra.in | **Phone No. :** 0712-6617181 | **Website :** www.shradhainfra.in

8. Pursuant to Section 113 of the Act, institutional/ corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the EGM, before e-Voting/attending EGM, to investorinfo@shradhainfra.in.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by ICSI, Regulation 44 of Listing Regulations, and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020 and May 5, 2020, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 02nd EGM and to those Members participating in the 02nd EGM, to cast vote through e-Voting system during the 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 agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the EGM will be provided by CDSL.
10. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice can be inspected in electronic mode by sending a request on email to investorinfo@shradhainfra.in.
11. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form, for ease in portfolio management.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company’s RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
13. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on December 20, 2023) has specified that a Member shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the Member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the Member is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Members are requested to take note of the same.

14. GREEN INITIATIVE

As a responsible corporate citizen, your Company welcomes and supports the ‘Green Initiative’ taken by the Ministry of Corporate Affairs, Government of India. We strongly urge you to support this ‘Green Initiative’ by opting for electronic mode of communication and making the world a cleaner, greener and healthier place to live. For receiving all communication (including Annual Report) from the Company electronically, the members are requested to register / update their email addresses with the Registrar and Share Transfer Agent or relevant Depository Participant (DP), as the case may be.

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15. The Company has appointed CS Ridhita Agrawal (ICSI Membership No. F10054, COP: 12917) Mumbai, as the scrutinizer for conducting the process of remote e-voting at the EGM in a fair and transparent manner.

E-Voting facility:

Instructions for attending the e-EGM and e-voting are as follows:

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

- **The remote e-Voting period will begin on Wednesday, December 24, 2025 at 9:00 a.m. and will end on Friday, December 26, 2025 at 5:00 p.m. During this period Members of the Company holding shares either in physical form or dematerialized form as on cut-off date, i.e., Saturday, 20th December, 2025, may exercise their vote electronically.** The e-Voting module shall be disabled by CDSL for voting thereafter.
- A person whose name is recorded in the Register of Members or in the Beneficial Owners maintained by depositories as on the cut-off date i.e., Saturday, 20th December, 2025 shall be entitled to avail the facility of remote e-Voting as well as e-Voting system during the EGM. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ Beneficial Owner (in case of shares held in dematerialized form) as on the cut-off date i.e., Saturday, 20th December, 2025. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, 20th December, 2025.
- A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- The facility for e-Voting during the meeting is available only to those Members participating in the meeting through VC facility. If a Member has exercised his/her vote during the 02nd EGM through e-Voting but has not attended the EGM through VC facility, then the votes casted by such Member shall be considered invalid.
- The Members can join the EGM 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 this Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Members (Members holding 2% or more shares), 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 without restriction on account of first come first serve basis.
- The attendance of the Members attending the 02nd EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- In line with the Ministry of Corporate Affairs Circulars, the Notice calling the 02nd EGM has been uploaded

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on the website of the Company at EGM investorinfo@shradhainfra.in. The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com respectively and website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.

The instructions for shareholders for remote e-voting are as under:

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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	<ol style="list-style-type: none"> 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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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 022- 23058738 and 22-23058542-43
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 helpdesk evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (i). 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 and 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (ii). After entering these details appropriately, click on “SUBMIT” tab.
- (iii). 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.

- (iv). For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v). Click on the EVSN of the Company- Shradha Infraprojects Limited on which you choose to vote.
- (vi). 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.
- (vii). Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii). 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.
- (ix). Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x). You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi). 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.
- (xii). 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.
- (xiii). **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.

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- 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@shradhainfra.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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- b. The link for VC/OAVM to attend the meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- c. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast 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 in the EGM.
- d. If any Votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- e. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM or view the live webcast of EGM 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.

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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, 20th December, 2025 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 EGM. 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 EGM.

(a) Since EGM 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 EGM, 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 EGM 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 EGM date.

V. Members who would like to express their views or ask questions during the EGM 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 Saturday, 20th December, 2025 (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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

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.

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

SHRADHA INFRAPROJECTS LIMITED

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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 investorinfo@shradhainfra.in / investor@bigshareonline.com.

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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058542/43

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 022- 23058542/43.

EXPLANATORY STATEMENT

Explanatory Statement Pursuant To Section 102(1) of the Companies Act, 2013 and Additional Information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:

Item No.1:

Approval for acquisition of preference shares of Suntech Infraestate Nagpur Private Limited from Riaan Ventures Private Limited (Related Party Transaction).

Background

The Board of Directors of the Company, at its meeting held on 11th November 2025, approved a proposal to acquire up to Rs. 11.60 crore worth of 1% Redeemable Non-Cumulative, Non-Participative, Non-Convertible Preference Shares of Suntech Infraestate Nagpur Private Limited ('Suntech') from Riaan Ventures Private Limited ('Riaan').

The proposed acquisition amount is Rs.11.60 crore, which falls within the overall limit approved by the Board.

Related Party Relationship

Riaan Ventures Private Limited is a promoter group entity of the Company, as its shareholders include Femina Infrastructures Private Limited (27%) and SGR Holdings Private Limited (44%), both of which are promoters Group of Shradha Infraprojects Limited.

Accordingly, Riaan Ventures Private Limited qualifies as a related party under Regulation 2(1)(zb) of SEBI LODR and Section 2(76) of the Companies Act, 2013.

Rationale for the Transaction

Riaan Ventures Private Limited presently holds 1% Redeemable Non-Cumulative, Non-Participative, Non-Convertible Preference Shares of Suntech Infraestate Nagpur Private Limited.

Riaan has expressed its intent to transfer these shares to the listed parent company. The proposed acquisition by Shradha Infraprojects Limited will result in:

Consolidation of 100% ownership of Suntech Infraeste Nagpur Private Limited (both equity and preference) under the listed entity, Simplified capital structure and increased control over subsidiary operations, and Improved transparency and financial integration within the Group.

5. Materiality and Shareholders' Approval

Under Regulation 23(1) of SEBI LODR, a related party transaction is material if its value exceeds 10% of the annual consolidated turnover of the Company.

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Considering the FY 2024–25 consolidated turnover of Rs. 10,658.65 lakhs, the proposed transaction of Rs. 11.60 crore represents 10.88% of turnover and is therefore material, requiring approval of shareholders through a special resolution.

The Audit Committee and Board of Directors, in their meetings held on 11th November, 2025 have reviewed and approved the proposal and recommended it for shareholders’ approval.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below:

Table No. A-1: Transactions between the Company and Promoter group company i.e. Riaan Ventures Private Limited:

Sr. No.	Particulars	Details
1(a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Name of the Related Party: Riaan Ventures Private Limited</p> <p>Relationship: Riaan Ventures Private Limited is part of the Promoter Group of <i>Shradha Infraprojects Limited</i> (“the Company”).</p> <p>Concern/Interest: Riaan holds 1% Redeemable Non-Cumulative, Non-Participative, Non-Convertible Preference Shares in <i>Suntech Infraestate Nagpur Private Limited</i> (“SINPL”), which is a wholly owned subsidiary of the Company.</p>
1(b)	Name of Director(s) or Key Managerial Personnel who is related, if any	<ul style="list-style-type: none"> • Mr. Shreyas Raison – Director on the Boards of both <i>Shradha Infraprojects Limited</i> and <i>Suntech Infraestate Nagpur Private Limited</i> (KMP) of both the above companies. • Mr. Shrikant Sharad Huddar – Company Secretary (KMP) of both the above companies.
1(c)	Type, tenure, material terms and particulars of the proposed transaction	<ul style="list-style-type: none"> • Nature: Acquisition of 1% Redeemable Non-Cumulative, Non-Participative, Non-Convertible Preference Shares of ₹1 each from <i>Riaan Ventures Private Limited</i>. • Value: Up to ₹11.60 crore • Tenure: One-time acquisition; the preference shares are redeemable as per the terms of issue of SINPL.

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Sr. No.	Particulars	Details
		<ul style="list-style-type: none"> • Pricing: At par value of ₹1 per share. • Purpose: To consolidate ownership of the subsidiary by transferring preference shares from promoter group entity to the parent (listed) company.
1(d)	Value of the transaction	Rs. 11,60,00,000 (Rupees Eleven Crore Sixty Lakh only).
1(e)	Percentage of annual consolidated turnover of the Company considering FY 2024–25 as the immediately preceding financial year	10.88% of annual consolidated turnover of Rs. 10,658.65 lakh for FY 2024–25 (material as per Regulation 23(1) of SEBI LODR).
2	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of source of funds (ii) if any financial indebtedness incurred (iii) applicable terms, covenants, tenure, security, etc. (iv) purpose for which funds will be utilized by the ultimate beneficiary	<ul style="list-style-type: none"> (i) The acquisition will be funded from internal accruals of <i>Shradha Infraprojects Limited</i>. (ii) (No financial indebtedness is incurred for this transaction. (iii) Not applicable (since it is a purchase of shares at par). (iv) The funds received by <i>Riaan Ventures Pvt. Ltd.</i> represent transfer consideration; the ultimate beneficiary (<i>Suntech Infraestate Nagpur Pvt. Ltd.</i>) will remain the same within the Group structure. The acquisition aims to consolidate ownership and simplify the capital structure of the subsidiary.
3	Justification as to why the RPT is in the interest of the listed entity	<p>The transaction will enable the Company to:</p> <ul style="list-style-type: none"> • Consolidate 100% ownership (equity and preference) of its subsidiary <i>Suntech Infraestate Nagpur Pvt. Ltd.</i> • Simplify the Group’s capital and shareholding structure; • Enhance financial transparency and governance within the Group; • Strengthen control over subsidiary operations and optimize future restructuring opportunities. <p>The acquisition is being undertaken at par and on arm’s length basis, ensuring no undue benefit to any related party.</p>

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Sr. No.	Particulars	Details
4	Any valuation or other external report relied upon by the listed entity in relation to the transaction	No external valuation report has been obtained, as the transaction is being executed at par value , which is considered fair and reasonable by the Audit Committee and the Board of Directors.
5	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	Not applicable, as <i>Riaan Ventures Private Limited</i> is an investment company and does not have material operational turnover.
6	Any other information that may be relevant	<ul style="list-style-type: none"> • The transaction has been reviewed and approved by the Audit Committee and Board of Directors at their respective meetings held on 11 Nivember 2025. • The Audit Committee confirmed that the transaction is on arm's length basis and in the ordinary course of business. • The transaction is material under Regulation 23(1) of SEBI LODR and therefore requires shareholders' approval through a Special Resolution. • No promoter or director (other than those interested through promoter group entities) has any pecuniary interest in the proposed transaction.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Item No. 2: To consider and approve Change of Name of the Company from “SHRADHA INFRAPROJECTS LIMITED” to “SHRADHA REALTY LIMITED”.

The Board of Directors of the Company, at its meeting held on 03rd December, 2025, approved the proposal to change the name of the Company from “SHRADHA INFRAPROJECTS LIMITED” to “SHRADHA REALTY LIMITED”, subject to the approval of the Members and other regulatory authorities.

The change in name is proposed to better reflect the Company's core and expanding business focus in the real estate and property development sector, while continuing to engage in infrastructure and allied projects through its subsidiaries and associates. The new name is expected to enhance the market perception and align the brand identity with the nature of business being undertaken.

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The proposed name “**SHRADHA REALTY LIMITED**” has been approved and made available by the Registrar of Companies, Maharashtra, Nagpur, vide Name Availability Letter dated 03rd December 2025 under Section 4(5) of the Companies Act, 2013.

Members may further note that there is no proposal to change the objects of the Company and the proposed change in name of the Company would not result in change of the legal status, operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members and other stakeholders.

The Company has complied with Regulation 45 of the Listing Regulations, to the extent they are applicable, and has also obtained a certificate from a Practicing Chartered Accountant in respect of the same, which is attached as Annexure to this notice.

Pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013, alteration of the Name Clause in the Memorandum of Association and corresponding change in the Articles of Association require the approval of Members by way of a Special Resolution and subsequent approval from the Registrar of Companies. The Board recommends the passing of this resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special/Ordinary Resolutions set out at Item Nos. 1 & 2 of this Notice for approval by the members.

REGISTERED OFFICE:

Shradha House, Near Shri Mohini complex
Kingsway, Block No. F/8, Nagpur 440001
Maharashtra, India.
CIN: L45200MH1997PLC110971
E-mail: investorinfo@shradhainfra.in
Website: www.shradhainfra.in
Contact: 0712-6617181

By order of the Board of Directors**Shradha Infracore Limited**

Sd/-

Shrikant Huddar**Company Secretary & Compliance Officer****Membership No: A38910****Place: Nagpur****Date: 03rd December, 2025****SHRADHA INFRAPROJECTS LIMITED**

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Annexure-A

To,
The Board of Directors,
Shradha Infraprojects Limited,
Shradha House, Near Shri Mohini Complex,
Kingsway, block No F/8, Nagp

Independent Practitioner's Certificate pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015.

1. This report is issued in accordance with the terms of our engagement letter dated 25 October, 2025.
2. We have been requested by the management of the **Shradha Infraprojects Limited ('the Company')**, to issue a certificate certifying the compliance of the conditions prescribed under Sub-Regulation (1) of Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ('Regulation') for change of name of the Company from '**Shradha Infraprojects Limited**' to '**Shradha Realty Limited**'.

Management's Responsibility

3. The Company's Management is responsible for the preparation and presentation of all accounting and other records and documents supporting the particulars as mentioned in this certificate. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial Statements, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the said Regulations.

Practitioner's Responsibility

5. Our responsibility is to provide a reasonable assurance, based on the procedures performed and evidence obtained, as to whether anything has come to our attention that causes to believe that the particulars as mentioned in this certificate is not in compliance with the supporting documents maintained by the Company.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificate for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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Opinion

8. Based on our examination as above, and the representations given to us, and on the basis of the information and explanations given to us, we confirm that:

Regulation	Particulars	Our opinion
45(1)(a)	Time period of at least one year has elapsed from the last name change.	The Company has not changed its name in the last one year period.
45(1)(b)	At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name.	The Company has started focusing on real estate segment from last one year but the corresponding criteria of achievement of revenue of at-least fifty percent of revenue from real estate projects not yet fulfilled.
45(1)(c)	The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity.	<p>The Company has started focusing on real estate segment and now the accumulated assets in the real estate segment has achieved the benchmark of at-least fifty percent of the total assets*.</p> <p>*Note: 'assets' means the sum of fixed assets, advances, works-in-Progress/ Inventories, investments, trade receivables, cash & cash equivalents;</p> <p>In view of the above, we are of the view that the Company fulfils the criteria of regulation 45(1)(c) for change of name of the Company from 'Shradha Infraprojects Limited' to 'Shradha Realty Limited'.</p>

Restriction on Use

9. This certificate has been issued to the management of the Company pursuant to clause 45 of the aforesaid Regulations and can be included in the explanatory statement of the Notice of the General meeting and any intimation to the stock exchange and should not be used for any other purpose or by any person other than the addressees of this report. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For P. N. Gupta
Chartered Accountants

Sd/-
CA P.N.Gupta
Proprietor
Membership No.: 044161

Place: Nagpur
Date: 29th October, 2025
UDIN: 25044161BMGZHU6893

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