

**NOTICE OF THE FIRST (01ST) EXTRA-ORDINARY GENERAL MEETING FOR
THE FINANCIAL YEAR 2025-26.**

NOTICE is hereby given that the First (1st) Extra Ordinary General Meeting of the Members of the Company – **SHRADHA INFRAPROJECTS LIMITED** (CIN: L45200MH1997PLC110971) will be held on **Saturday, 27th day of September, 2025, at 11.45 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. To consider and approve related party transactions between the Company and its Wholly Owned Subsidiary Company i.e. Suntech Infra Estate Nagpur Private Limited.**

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

“**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, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors to enter into and/ or continue the related party transactions(s)/ contract(s)/ arrangement(s)/ agreements(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with **Suntech Infraestaate Nagpur Private Limited** 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.”

“**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.”

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

“**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.”

2. To consider and approve related party transactions between the Listed Material Subsidiary of the Company i.e. Active Infrastructures Limited with their Subsidiary i.e. Digvijay Shradha Infrastructure Private Limited.

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions 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 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions (as amended from time to time), and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Material Listed Subsidiary of the Company, Active Infrastructures Limited, to enter into and/or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with the subsidiary’s Related Party i.e. Digvijay Shradha Infrastructure Private Limited, as more specifically set out in **Table A-2** of the explanatory statement annexed to this resolution, on the material terms and conditions mentioned therein.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly authorized Committee thereof) be and is hereby authorized to do and perform, or cause to be done, all such acts, deeds, matters and things as may be required, considered necessary, usual or expedient in relation to the aforesaid transactions, including without limitation, negotiating, finalizing and executing necessary agreements, deeds and documents, and to settle all questions, difficulties or doubts that may arise, in its absolute discretion, without further reference to the Members.”

“**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors of the Company in this regard be and are hereby ratified, approved and confirmed in all respects.”

“**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.”

3. To consider and approve related party transactions between the Listed Material Subsidiary of the Company i.e. Active Infrastructures Limited with their Subsidiary-Achievers Ventures Private Limited.

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions 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 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions (as amended from time to time), and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Material Listed Subsidiary of the Company, Active Infrastructures Limited, to enter into and/or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with the subsidiary’s Related Party i.e. **Achievers Ventures Private Limited**, as more specifically set out in **Table A-3** of the explanatory statement annexed to this resolution, on the material terms and conditions mentioned therein.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly authorized Committee thereof) be and is hereby authorized to do and perform, or cause to be done, all such acts, deeds, matters and things as may be required, considered necessary, usual or expedient in relation to the aforesaid transactions, including without limitation, negotiating, finalizing and executing necessary agreements, deeds and documents, and to settle all questions, difficulties or doubts that may arise, in its absolute discretion, without further reference to the Members.”

“**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors of the Company in this regard be and are hereby ratified, approved and confirmed in all respects.”

“**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.”

4. To consider and approve related party transactions between the Listed Material Subsidiary of the Company i.e. Active Infrastructures Limited with their Subsidiary - Solus Ventures LLP.

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions 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 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions (as amended from time to time), and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Material Listed Subsidiary of the Company, **Active Infrastructures Limited**, to enter into and/or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) (in terms of Regulation 2(1)(zc) of the Listing Regulations) with the subsidiary’s Related Party i.e. **Solus Ventures LLP**, as more specifically set out in **Table A-4** of the explanatory statement annexed to this resolution, on the material terms and conditions mentioned therein.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly authorized Committee thereof) be and is hereby authorized to do and perform, or cause to be done, all such acts, deeds, matters and things as may be required, considered necessary, usual or expedient in relation to the aforesaid transactions, including without limitation, negotiating, finalizing and executing necessary agreements, deeds and documents, and to settle all questions, difficulties or doubts that may arise, in its absolute discretion, without further reference to the Members.”

“**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors of the Company in this regard be and are hereby ratified, approved and confirmed in all respects.”

“**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.”

5. To consider and approve related party transactions between the Step-down Subsidiary of the Company i.e Digvijay Shradha Infrastructure Private Limited with their Related Party i.e Digvijay Construction Private Limited.

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions 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 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, and the Company’s Policy on Related Party Transactions (as amended from time to time), and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the step-down subsidiary of the Company, **Digvijay Shradha Infrastructure Private Limited**, to enter into and/or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) with the Step Down Subsidiary’s related Party i.e. **Digvijay Construction Private Limited**, as more specifically set out in **Table B-1** of the explanatory statement annexed hereto, on the material terms and conditions specified therein.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly authorized Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including without limitation, negotiating, finalizing and executing agreements, deeds and documents, and to settle any questions, difficulties or doubts that may arise in this regard, without further reference to the Members of the Company.”

“**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors of the Company in this connection be and are hereby ratified, approved and confirmed in all respects.”

“**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.”

6. To consider and approve related party transactions between the Step Down Subsidiary of the Company i.e Achievers Ventures Private Limited with their Related Party i.e Jain Engineering Works (India) Private Limited.

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

“**RESOLVED THAT** pursuant to Regulations 2(1)(zc), 23(4) and other applicable provisions 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 rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, and the Company’s Policy

on Related Party Transactions (as amended from time to time), and based on the approval of the Audit Committee and the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Step down subsidiary of the Company, Achievers Ventures Private Limited, to enter into and/or continue the related party transaction(s)/contract(s)/arrangement(s)/agreement(s) with the said subsidiary's Related Party, **Jain Engineering Works (India) Private Limited**, as more specifically set out in **Table B-2** of the explanatory statement annexed hereto, on the material terms and conditions specified therein.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any duly authorized Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution, including without limitation, negotiating, finalizing and executing agreements, deeds and documents, and to settle any questions, difficulties or doubts that may arise in this regard, without further reference to the Members of the Company.”

“**RESOLVED FURTHER THAT** all actions already taken by the Board of Directors of the Company in connection with the above transactions be and are hereby ratified, approved and confirmed in all respects.”

“**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.”

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
02nd September, 2025

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

Sd/-

Shrikant Huddar

Company Secretary & Compliance Officer
Membership No: A38910

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to Item no. 1 of the Notice forms part of this Notice. (Further, additional information as required under Listing Regulations and circulars issued thereunder are also annexed.)
2. The Ministry of Corporate Affairs, Government of India (“MCA”) has vide its circular No. 9/2024 dated September 19, 2024 read with circulars dated, 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 8th December, 2021, 28th December, 2022 and 25th September, 2023 (collectively referred to as “MCA Circulars”), has inter-alia allowed conducting the EGMs through Video Conferencing/Other Audio Visual Means (“VC/ OAVM”) facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the Listing Regulations. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 1st EGM of the Company for the FY 2025-26, is being conducted through VC/OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 1st EGM shall be the Registered Office of the Company.
3. As the EGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this EGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. 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 from Tuesday, 09th September, 2025 till Wednesday, 17th September, 2025. Depending on the availability of time, the Company reserves the right to restrict the number of speakers at the meeting.
5. 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.
6. 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 1st EGM and to those Members participating in the 1st 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.

7. 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.
8. 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.
9. 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.
10. 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.

11. 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.

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

E-Voting facility:

Instructions for attending the e-AGM 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, September 24, 2025 at 9:00 a.m. and will end on Friday, September 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 September, 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 September, 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 September, 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 September, 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 1st 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 1st 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 1st EGM has been uploaded 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 |

| | |
|--|---|
| | <p>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.</p> |
| 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) | <p>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</p> |

| | |
|--|--|
| login through their Depository Participants | 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 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) | <p>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.</p> <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.
 - 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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- a. The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM 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 AGM.
- d. If any Votes are cast by the members through the e-voting available during the AGM 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 AGM. However, they will not be eligible to vote at the AGM.

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, 20th September, 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 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 Saturday, 20th September, 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 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.

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

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 AGM & 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:

For Item Nos. 1 to 6:

To approve related party transactions:

Shradha Infraprojects Limited (“the Company”), headquartered in Nagpur, Maharashtra, is engaged in the business of land development, real estate, construction, and urban infrastructure. The Company has also diversified into large-scale infrastructure projects, including dams, canals, and survey work for water supply and distribution systems. With an integrated design-to-execution approach, the Company focuses on delivering quality, timeliness, and cost efficiency across all its projects.

In furtherance of its business activities, the Company and its subsidiaries have entered into / will enter into transactions/ contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises three independent directors along with one non-executive, non-independent director. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are in compliance with the Section 188 of the Companies Act, 2013.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) Rs. 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The approval of the members pursuant to Resolution No. 1 to 6 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table below.

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:

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

Table No. A-1: Transactions between the Company and its wholly owned Subsidiary i.e. Suntech Infraestate Nagpur 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 Suntech Infraestate Nagpur Private Limited (SINPL)</p> <p>Relationship SINPL is a Wholly Owned Subsidiary of the Company.</p> |
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | <p>Mr. Shreyas Raisonni is a Director on the Board of both the Company i.e. Shradha Infraprojects Limited and Suntech Infraestate Private Limited</p> <p>Mr. Shrikant Sharad Huddar – is Company Secretary (KMP) of both the Company i.e. Shradha Infraprojects Limited and Suntech Infraestate Private Limited</p> |
| c. | Type, tenure, material terms and particulars | Loan(s) to be provided or continued to the Related Party, in various tranches for an aggregate principal amount not exceeding ₹10,000 lakhs outstanding at any point of time. The Loan is repayable on demand and the tenure of the loan is less than one year subject renewal every year. The rate of interest on loan shall be in compliance with Section 186 of the Companies Act, 2013. |
| d. | Value of the transaction | For an aggregate amount not exceeding ₹10,000 lakhs |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | 93.82% of annual consolidated turnover of the Company for FY 2024-25. |
| 2. | Details of the transaction relating to any loans, inter-corporate deposits, | |

| | | |
|----|---|--|
| | <p>advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>The Company shall be lending an amount aggregating to Rs. 10000/- lakhs over a period of 3 years (till FY 2027-28) from its internal accruals to Suntech Infraestate Nagpur Private Limited</p> <p>Not Applicable</p> <p>Loan amount will not exceed Rs 10,000 lakhs and will be provided in multiple tranches during a period of 3 years till the FY 2027-28. The above loan facilities are unsecured in nature.</p> <p>The terms of borrowing including interest rates will be commensurate with the market conditions and charged in Compliance with provisions of Companies Act 2013.</p> <p>The subsidiary shall be funded for development of the ongoing project of construction of commercial complex having offices, shops located in Nagpur (Maharashtra).</p> |
| 3. | <p>Justification as to why the RPT is in the interest of the listed entity</p> | <p>The subsidiary company, SINPL, is engaged in the execution of land development projects i.e. construction of Commercial complex at Nagpur (Maharashtra). Given the high working capital requirements in such projects, the Holding Company proposes to extend financial assistance to bridge the funding gap.</p> <p>Such financial support will not only strengthen the overall</p> |

| | | |
|----|--|--|
| | | group structure but also safeguard the value of investments in the subsidiary. It will ensure continuity of operations, foster business synergies, and uphold the reputation and credit standing of the Company at a consolidated level. Further, it is expected to contribute towards long-term value creation for the shareholders of the Company. |
| 4. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/ valuation report has been obtained for the said transaction. |
| 5 | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT | NIL, as there is no turnover from operations during the previous financial year 2024-25 in SINPL. |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Table No. A-2: Transactions between the Listed Material Subsidiary of the Company 'Active Infrastructures Limited' with their Subsidiary Company- Digvijay Shradha Infrastructure 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 Listed Material Subsidiary: Active Infrastructures Limited</p> <p>Name of the related party: Digvijay Shradha Infrastructure Private Limited (DSIPL)</p> <p>Relationship DSIPL is a Subsidiary of the Active Infrastructure Limited</p> |

| | | |
|----|--|---|
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | Mr. Shreyas Raisonni is a Director on the Board of both Active Infrastructures Limited (the Company) and DSIPL. Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and DSIPL. |
| c. | Type, tenure, material terms and particulars | Estimation of Loans that will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 4,000 lakhs for a period of 2 years till the FY 2026-27. |
| d. | Value of the transaction | Loans will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 4,000 lakhs for a period of 2 years till the FY 2026-27. |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | 37.53% of annual consolidated turnover of the Company for FY 2024-25. |
| 2. | <p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits,</p> | <p>The Company shall be lending an amount aggregating to Rs. 4000/- lakhs over a period of 2 years (till FY 2026-27) from its internal accruals to DSIPL.</p> <p>Not applicable.</p> |

| | | |
|----|---|--|
| | <p>advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>Loan amount will not exceed ₹ 4,000 lakhs and will be provided in multiple tranches during a period of 2 years till the FY 2026-27. The above loan facilities are unsecured in nature.</p> <p>The terms of borrowing including interest rates will be commensurate with the market conditions and charged in Compliance with provisions of Companies Act 2013.</p> <p>DSIPL will be utilizing the loan amount for its Principal Business activities.</p> |
| 3. | <p>Justification as to why the RPT is in the interest of the listed entity</p> | <p>The subsidiary company, DSIPL, is engaged in the execution of infrastructure projects, presently in the construction of roads. Given the high working capital requirements in such projects, the Holding Company proposes to extend financial assistance to bridge the funding gap.</p> <p>Such financial support will not only strengthen the overall group structure but also safeguard the value of investments in the subsidiary. It will ensure continuity of operations, foster business synergies, and uphold the reputation and credit standing of the Company at a consolidated level. Further, it is expected to contribute towards long-term value creation for the shareholders of the Company.</p> |
| 4. | <p>Any valuation or other external report relied upon by the listed entity in relation to the transactions</p> | <p>Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/valuation report has been obtained for the said transaction.</p> |

| | | |
|----|--|---|
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT | 75.71% of annual standalone turnover of DSIPL for FY 2024-25. |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Table No. A-3: Transactions between the Listed Material Subsidiary of the Company 'Active Infrastructures Limited' with their Subsidiary Company -Achievers 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 Listed Material Subsidiary: Active Infrastructures Limited</p> <p>Name of the related party Achievers Ventures Private Limited (AVPL)</p> <p>Relationship AVPL is a Wholly owned subsidiary of the Active Infrastructures Limited.</p> |
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | <p>Mr. Nitesh Sanklecha and Mr. Chandrakant Waikar are Directors on the Board of both Active Infrastructures Limited (the Company) and AVPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and AVPL.</p> |
| c. | Type, tenure, material terms and particulars | Estimation of Loans that will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 5,000 lakhs for a period of 5 |

| | | |
|----|--|---|
| | | years till the FY 2029-30. |
| d. | Value of the transaction | Loans will be repayable on demand for a tenure of less than or equal to 1 year and may be renewed every year, for a value up to Rs. 5,000 lakhs for a period of 5 years till the FY 2029-30. |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | 46.91% of annual consolidated turnover of the Company for FY 2024-25 |
| 2. | <p>Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate</p> | <p>The Company shall be lending an amount aggregating to Rs. 5000/- lakhs over a period of 5 years (till the FY 2029-30) from its internal accruals to AVPL.</p> <p>Not applicable.</p> <p>Loan amount will not exceed ₹ 5,000 lakhs and will be provided in multiple tranches during a period of 5 years till the FY 2029-30. The above loan facilities are unsecured in nature.</p> |

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

| | | |
|----|---|--|
| | <p>and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>The terms of borrowing including interest rates will be commensurate with the market conditions and Charged in accordance with Companies Act, 2013</p> <p>AVPL will be utilizing the loan amount for its Principal Business activities.</p> |
| 3. | Justification as to why the RPT is in the interest of the listed entity | The subsidiary company, AVPL, is engaged in the business of contracting, development, and trading in civil materials. The proposed financial assistance to the subsidiary shall strengthen the overall group structure and safeguard the value of investment made therein. It will ensure continuity of operations, foster business synergies, and protect the reputation and credit standing of the Company at a consolidated level. Furthermore, such support will contribute to long-term value creation for the shareholders of the Company. |
| 4. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/valuation report has been obtained for the said transaction. |
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, | 5817.34% of annual standalone turnover of AVPL for FY 2024-25. |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Table No. A-4: Transactions between the Listed Material Subsidiary of the Company 'Active Infrastructures Limited' with their Subsidiary- Solus Ventures LLP:

| 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 Listed Material Subsidiary: Active Infrastructures Limited</p> <p>Name of the related party Solus Ventures LLP</p> <p>Relationship Solus Ventures LLP is a Subsidiary of the Active Infrastructure Limited.</p> |
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | <p>Mr. Shreyas Raisoni is a Director/ Designated Partner on the Board of both Active Infrastructures Limited (the Company) and Solus Ventures LLP.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/partnership/shareholding in the Company and Solus Ventures LLP.</p> |
| c. | Type, tenure, material terms and particulars | Investment will be made as per the LLP agreement executed between the LLP and the Company, for a value up to Rs. 1,000 lakhs in multiple tranches during a period of 3 years till the FY 2027-28. |
| d. | Value of the transaction | Investment will be made as per the LLP agreement executed between the LLP and the Company, for a value up to Rs. 1,000 lakhs. |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | 9.38% of annual consolidated turnover of the Company for FY 2024-25 |
| 2. | Details of the transaction relating to any loans, inter- | |

| | | |
|----|---|--|
| | <p>corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>The Company shall be lending to/ making an investment in the capital of Solus Ventures LLP of an amount aggregating to Rs. 1000/- lakhs from its internal accrual.</p> <p>Not applicable.</p> <p>The LLP will be utilizing the loan amount for its Principal Business activities.</p> |
| 3. | Justification as to why the RPT is in the interest of the listed entity | The proposed investment in the LLP will provide the necessary cash flow for the LLP to invest in the project, which is expected to create long-term value through appreciation of the property and enhancement of the |

| | | |
|----|--|---|
| | | Company's asset base. The LLP structure offers operational flexibility, financial efficiency, and governance oversight in the execution of the project. Further, the transaction safeguards the interests of shareholders, strengthens the Company's consolidated financial position, enhances its market reputation, and is being undertaken on fair and reasonable terms, without being prejudicial to the interests of the Company or its minority shareholders. |
| 4. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/valuation report has been obtained for the said transaction. |
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT | Solus Ventures LLP had nil turnover in the FY 2024-25 |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Table No. B-1: Transactions between the Company's Step Down subsidiary with their Related Party i.e Digvijay Construction 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 Step Down subsidiary Digvijay Shradha Infrastructure Private Limited (DSIPL)</p> <p>Name of the Step Down subsidiary's related party Digvijay Construction Private Limited (DCPL)</p> <p>Relationship inter se: DSIPL is an Associate Company DCPL</p> |

| | | |
|----|---|---|
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | <p>Mr. Shreyas Raisonni is a Director on the Board of both Active Infrastructures Limited (the Company) and DSIPL.</p> <p>Mr. Digvijaysinh Padheria is a Director on the Board of both DCPL and DSIPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the DCPL and DSIPL.</p> |
| c. | Type, tenure, material terms and particulars | Estimation of Loans to be taken by DSIPL, Purchase of input material and services and Sale of services for a period of 2 years till the FY 2026-27. |
| d. | Value of the transaction | <p>Transaction value are specified below:</p> <ul style="list-style-type: none"> i. loans to be taken: up to Rs. 4,000 lakhs; ii. Purchase of input material and services: up to Rs. 3,000 lakhs; iii. Sale of services: up to Rs. 20,000 lakhs. |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | <p>The estimated transaction value for point d (i) represents:</p> <p>(a) 37.53% of annual consolidated turnover of the Company for FY 2024-25; and</p> <p>The estimated transaction value for point d(ii) represents:</p> <p>(a) 28.15% of annual consolidated turnover of the Company for FY 2024-25; and</p> <p>The estimated transaction value for point d (iii) represents:</p> <p>(a) 187.64% of annual consolidated turnover of the Company for FY 2024-25.</p> <p>* The financial statements of DCPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of DCPL on a standalone basis.</p> |
| 2. | Details of the transaction relating to any loans, inter-corporate deposits, advances or | |

| | | |
|----|---|---|
| | <p>investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>The DCPL shall be lending an amount aggregating to Rs. 4000/- lakhs over a period of 2 years (till FY 2026-27) from its internal accrual to DSIPL.</p> <p>Not applicable.</p> <p>Loan amount will not exceed ₹ 4,000 lakhs and will be provided in multiple tranches during a period of 2 years till the FY 2026-27. The above loan facilities are unsecured in nature. The terms of borrowing including interest rates will be commensurate with the market conditions and charged in accordance with companies Act, 2013</p> <p>DSIPL will be utilizing the loan amount for its Principal Business activities.</p> |
| 3. | Justification as to why the RPT is in the interest of the listed entity | The associate company, DSIPL, is engaged in the execution of infrastructure projects, presently in the construction of roads. Given the high working capital requirements in such projects, DCPL, amongst others, proposes to extend financial assistance to bridge the funding gap. |

| | | |
|----|--|--|
| | | Such financial support will not only strengthen the overall group structure but also safeguard the value of investments in the subsidiary. It will ensure continuity of operations, foster business synergies, and uphold the reputation and credit standing of the Company at a consolidated level. Further, it is expected to contribute towards long-term value creation for the shareholders of the Company. |
| 4. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/valuation report has been obtained for the said transaction. |
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT | <p>The estimated transaction value for point d (i) represents:</p> <p>(a) 75.71% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>The estimated transaction value for point d (ii) represents:</p> <p>(a) 56.79% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>The estimated transaction value for point d (iii) represents:</p> <p>(a) 378.59% of annual standalone turnover of DSIPL for FY 2024-25.</p> <p>* The financial statements of DCPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of DCPL on a standalone basis.</p> |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Table No. B-2: Transactions between the Company’s subsidiary with their Related party i.e Jain Engineering Works (India) 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 Step Down subsidiary Achievers Ventures Private Limited (AVPL)</p> <p>Name of the Step Down subsidiary’s related party Jain Engineering Works (India) Private Limited (JEWIPL)</p> <p>Relationship JEWIPL is an Entity where KMP’s of the Parent Company of AVPL i.e. Active Infrastructures Limited, have Significant Influence</p> |
| b. | Name of Director(s) or Key Managerial Personnel who is related, if any | <p>Mr. Nitesh Sanklecha and Mr. Chandrakant Waikar are Directors on the Board of both Active Infrastructures Limited (the Company) and AVPL.</p> <p>Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company and AVPL.</p> |
| c. | Type, tenure, material terms and particulars | Estimation of Sale of Goods for a period of 3 years till the FY 2027-28. |
| d. | Value of the transaction | Transactions will be on arm’s length basis for a value up to Rs. 500 lakhs. |
| e. | Percentage of annual consolidated turnover of the Company considering FY 25 as the immediately preceding financial year | <p>4.69% of annual consolidated turnover of the Company for FY 2024-25</p> <p>* The financial statements of JEWIPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of JEWIPL on a standalone basis.</p> |
| 2. | Details of the transaction relating to any loans, inter- | |

| | | |
|-----------|---|---|
| | <p>corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> | <p>Not applicable.</p> <p>Not applicable.</p> <p>Not applicable.</p> <p>Not applicable.</p> |
| <p>3.</p> | <p>Justification as to why the RPT is in the interest of the listed entity</p> | <p>AVPL is engaged in the supply of civil construction materials, while JEWIPL undertakes the execution of infrastructure projects. Given AVPL's strong vendor network, it can facilitate the procurement of raw materials for JEWIPL at competitive rates. This arrangement will</p> |

| | | |
|----|--|---|
| | | enhance the profitability of JEWIPL's projects while simultaneously generating turnover for AVPL. On a consolidated basis, the turnover of AVPL will also contribute to the overall turnover of the listed entity, thereby resulting in growth in business turnover over the period. |
| 4. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Audit Committee comprising of reputed and financially literate persons, have formed an opinion that the proposed RPTs are on arm's length basis. However, no external report/valuation report has been obtained for the said transaction. |
| 5. | Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT | 581.73% of annual standalone turnover of AVPL for FY 2024-25. * The financial statements of JEWIPL for the financial year 2024-25 are yet to be audited. However, as a matter of good corporate governance, the Company affirms that the aforesaid transaction value is proposed to exceed 10% of the annual turnover of JEWIPL on a standalone basis. |
| 6. | Any other information that may be relevant | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013. |

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.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 1 to 5 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolutions set out at Item Nos. 1 to 6 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
02nd September, 2025

By order of the Board of Directors

Shradha Infraprojects Limited

Sd/-

Shrikant Huddar

Company Secretary & Compliance Officer

Membership No: A38910

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