

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Eighth (28th) Annual General Meeting**, of the Members of **SHRADHA INFRAPROJECTS LIMITED** will be held on Friday, the 08th day of August, 2025 at 04:30 P.M. through video conferencing/other audio visual means to transact the following business:

ORDINARY BUSINESSES:

- 1) **TO RECEIVE CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS (STANDALONE & CONSOLIDATED) OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 ENDED 31ST MARCH, 2025, INCLUDING, THE BALANCE SHEET AS AT 31ST MARCH, 2025, PROFIT AND LOSS AND CASH FLOW FOR THE FINANCIAL YEAR 2024-25 ENDED 31ST MARCH, 2025, TOGETHER WITH THE BOARD'S REPORT AND REPORT OF THE STATUTORY AUDITORS THEREON INCLUDING ANNEXURE THEREOF AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

"RESOLVED THAT the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year 2024-25 ended 31st March, 2025, including, the Balance Sheet as at 31st March, 2025, Profit and Loss and Cash Flow for the Financial Year 2024-25 ended 31st March, 2025, together with the Board's Report and Report of the Statutory Auditors thereon including annexure thereof laid before this meeting, be and are hereby considered and adopted."

2. **TO DECLARE A FINAL DIVIDEND @ 25% I.E. RS. 0.50/- (RUPEES FIFTY PAISA ONLY) PER EQUITY SHARE OF RS. 2/- EACH FOR THE FINANCIAL YEAR 2024-2025:**

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

"RESOLVED THAT a final dividend @ 25% i.e. Rs. 0.50/- (Rs. Fifty Paise Only) per Equity Share of Rs. 2/- each in the Equity Share capital of the Company for the financial year 2024-2025, as recommended by the Board of Directors be and is hereby declared and approved."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. CHANDRAKANT WAMAN WAIKAR (DIN: 09533456), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), Mr. Chandrakant Waman Waikar (DIN: 09533456), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **TO APPROVE THE APPOINTMENT OF M/S. V.K.SURANA & CO., CHARTERED ACCOUNTANTS NAGPUR, AS STATUTORY AUDITOR FOR A TERM OF FIVE (5) YEARS FOR THE FINANCIAL YEAR 2025-2026 TO 2029-2030:**

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

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or reenactment thereof for the time being in force), and based on the recommendation of Audit Committee and the Board of Directors, M/s. V.K. Surana & Co., Chartered Accountants Nagpur (ICAI Firm Registration No. 110634W), be and are hereby appointed as the Statutory Auditors of the Company, for a fixed term of Five (5) years to hold the office of the Statutory Auditors of the Company for the financial year 2025-2026 to 2029-2030, on such terms and conditions including payment of remuneration as may be mutually agreed upon between the said Statutory Auditors and the Audit Committee / Board of Directors of the Company."

“RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

“RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

SPECIAL BUSINESS:

5. APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY FOR FIRST FIXED TERM OF 5 CONSECUTIVE YEARS i.e. FROM THE FINANCIAL YEAR 2025-26 TILL THE FINANCIAL YEAR 2029-2030, FOR ISSUANCE OF SECRETARIAL AUDIT REPORT FOR THE SAID PERIODS:

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

“RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) as amended from time to time and as per applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, CS. Riddhita Agrawal, Company Secretary in Practice, Mumbai (Membership No. FCS 10054 & Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022), be and is hereby appointed as Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, at such remuneration, as approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. RE-APPOINTMENT OF MS. ASHA SAMPATH (DIN: 02160962), AS AN INDEPENDENT DIRECTOR.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Ms. Asha Sampath (DIN: 02160962), (Category: Non-Executive Independent Director) who is due for retirement from the first term as an Independent Director in the ensuing Annual General Meeting of the Company, be and is hereby reappointed as an independent director, not liable to retire by rotation for second fixed term of 5 years from the

conclusion of 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. RE-APPOINTMENT OF MR. SATISH WATE (DIN: 07792398), AS AN INDEPENDENT DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Satish Wate (DIN: 07792398) (Category: Non-Executive Independent Director) who is due for retirement from the first term as an Independent Director in the ensuing Annual General Meeting of the Company, be and is hereby reappointed as an independent director, not liable to retire by rotation for second fixed term of 5 years from the conclusion of 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board,

For SHRADHA INFRAPROJECTS LIMITED

Sd/-

SHRIKANT HUDDAR

Company Secretary & Compliance Officer
(ICSI Mem. No. A38910)

Registered Office :

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

Date : 28/05/2025

Place : Nagpur

NOTES

1. The relevant details in respect of Directors seeking reappointment at the AGM, in terms of Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Clause 1.2.5 of Secretarial Standard-2 on General Meetings are also annexed.
2. Pursuant to the MCA Circulars dated April 8, 2020 and April 13, 2020, May 5, 2020 and January 13, 2021 and December 8, 2021 and December 14, 2021 and May 5, 2022 and 28th December, 2022 and 25th September, 2023, 19th September, 2024 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133, Dated October 3, 2024 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the AGM shall be the Registered Office of the Company.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.**
However, since this AGM is held through VC, the facility of appointment of proxies is not available for this AGM, in terms of the said Circulars. Accordingly, no proxy form is enclosed with this notice. However, representatives of member's u/s 112 and 113 can be appointed to participate and vote at this AGM.
4. Members, are encouraged to attend and vote at this AGM through VC. The attendance of the Members attending this AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Relevant documents referred to in the Notice including Explanatory Statement thereof, are open for inspection by the Members at the Company's Registered office on all working days, during the office hours except Saturdays, Sundays and all public holidays up to the date of the Meeting.
6. Since, this AGM is held through VC, no road map of the location for the venue of Annual General Meeting is attached herewith.
7. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that in line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.shradhainfra.in. The Notice can also be accessed from the websites of the National Stock Exchange of India Limited at www.nseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. Members holding shares in electronic form are requested to register/update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.
10. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, the 01st August, 2025, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purposes only.
11. In the general interest of the Members, it is requested to update their bank mandate/NECS/Direct credit details/name/address/power of attorney and update their Core Banking Solutions enabled account number:

- For shares held in physical form: with the Registrar and Transfer Agent of the Company.
- For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

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

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

12. Shareholders desiring any information relating to the accounts are requested to write to the Company at least 7 (seven) days in advance of the AGM to enable the Company to provide the information required at the meeting.
13. Depository Participants/ Shareholders/ Investors of the Company are advised to send all documents/ correspondences such as requests for Dematerialization of Shares, Transfer of Shares, Change of Address, Registration of e-mail Id, Change of Bank Mandate/ NECS & other Shares related documents to the Company's RTA.
14. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrar and Transfer Agent of the Company (in case of shares held in physical form), as the case may be, about:
 - (i). the change in the residential status on return to India for permanent settlement;
 - (ii). the particulars of the NRE account with a bank in India, if not furnished earlier.

15. 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.

16. 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 AGM in a fair and transparent manner.

17. E-Voting:

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, the 01st August, 2025 as the "cut-off date" to determine the eligibility to vote by electronic means in the General Meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Friday, the 01st August, 2025, shall be entitled to avail the facility of remote e-voting or e-voting in the general meeting.

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

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

- (i). Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, September 25, 2023 and 19th September, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- (ii). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners

maintained by the Depositories as on the Cut-off date i.e. Friday, 01st August, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting during AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

- (iii). A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 01st August, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM by following the procedure mentioned in this part.
- (iv). The remote e-voting will commence on Tuesday, 05th August, 2025 at 9.00 a.m. and will end on Thursday, 07th August, 2025 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cutoff date i.e. Friday, 01st August, 2025, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi). The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, 01st August, 2025.
- (vii). The Company has appointed CS Ridhita Agrawal (ICSI Membership No. F10054, COP: 12917) Mumbai, to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the AGM, in a fair and transparent manner.

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

- (i). The voting period begins on Tuesday, 05th August, 2025 at 9.00 a.m. and will end on Thursday, 07th August, 2025 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 01st August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii). Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e -voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv). In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 cdsi 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 & 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.
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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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders 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.

- (vi). After entering these details appropriately, click on "SUBMIT" tab.
- (vii). Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii). For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix). Click on the EVSN of the Company- Shradha Infraprojects Limited on which you choose to vote.
- (x). On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi). Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii). After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii). Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv). You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv). If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi). Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorinfo@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. Friday, 01st August, 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 Friday, 01st August, 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/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to 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

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 4

TO APPROVE THE APPOINTMENT OF M/S. V.K.SURANA & CO., CHARTERED ACCOUNTANTS NAGPUR, AS STATUTORY AUDITOR FOR A TERM OF FIVE (5) YEARS FOR THE FINANCIAL YEAR 2025-2026 TO 2029-2030:

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 05th September 2020, proposed the appointment of M/s. Paresh Jairam Tank & Co., Chartered Accountants, having Firm Registration No. 139681W as the Statutory Auditors of the Company for a second term of five (5) years, to hold office of the Statutory Auditors of the Company commencing from the conclusion of 23rd AGM till the conclusion of the 28th AGM of the Company to be held for the FY 2024-2025 at the Twenty Third (23rd) Annual General Meeting. Accordingly the members of the company approved the same.

Further, as per the provisions of Section 139 of the Companies Act, 2013, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. In view of the above, M/s. Paresh Jairam Tank & Co., Chartered Accountants, Nagpur (ICAI Firm Registration No. 139681W) second term as auditors of the Company is up to the conclusion of the forthcoming Twenty Eighth (28th) Annual General Meeting ('AGM').

Pursuant to the provisions of Section 139 and other applicable provisions, if any, the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (as amended), the Company is now required to appoint the new Statutory Auditors, amongst those who has subjected himself to the peer review process of the Institute of Chartered Accountants of India and holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Board of Directors of the Company has based on the recommendation of the Audit Committee at its meeting held on 28th May 2025 has approved the appointment of M/s M/s. V. K. Surana & Co., Chartered Accountants, Nagpur (Firm Registration No. 110634W) as the Statutory Auditors of the Company for a First term of Five (05) Years to hold the office of the Statutory Auditors of the Company for the financial year 2025-2026 to 2029-2030, and recommended the same for further approval of the Members of the Company.

M/s. V. K. Surana & Co., Chartered Accountants, Nagpur (Firm Registration No. 110634W) has submitted their eligibility cum consent to act as the Statutory Auditors of the Company and have confirmed that their appointment, if made,

would be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act 2013 read with Companies (Audit & Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fee proposed to be paid to M/s. V. K. Surana & Co., Chartered Accountants, Nagpur (Firm Registration No. 110634W) towards statutory audit for financial year 2025-26 shall not exceed Rs.1.50 Lakhs, plus applicable taxes and out of pocket expenses, with the authority to the Board to make revisions as it may deem fit for the balance term, based on the recommendation of the Audit Committee.
- The fee for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee as above, and will be decided by the management in consultation with the Statutory Auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- There is no material change in the proposed fee for the auditor from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s. V. K. Surana & Co., Chartered Accountants, Nagpur (Firm Registration No. 110634W) as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria prescribed under the Act.

Credentials of the Statutory Auditor:

M/s V. K. Surana & Co. is a well-established firm of Chartered Accountants based in Nagpur, Maharashtra. Founded in 1965, the firm is registered under the Indian Partnership Act and is peer-reviewed by the Institute of Chartered Accountants of India (ICAI). With over six decades of experience, it offers a comprehensive range of business solutions under one roof, including auditing, accounting, taxation, financial consultancy, International Trade Law advisory, Business Process Outsourcing, Forensic Audit and Investigation and other specialized business advisory services.

It is committed to delivering quality, efficiency, and professionalism in every engagement. The firm believes in building long-term partnerships with clients by taking ownership and responsibility in all assignments. The firm's approach is rooted in strong client collaboration, aiming to exceed expectations and provide reliable solutions tailored to each business's needs.

The firm's audit services are robust and wide-ranging, specialized audits such as due diligence, compliance audits, management and productivity audits, and concurrent audits. These services ensure that clients maintain financial transparency, comply with legal requirements, and improve operational efficiency.

The firm is supported by a team of qualified and experienced employees and associates. Their office is equipped with modern infrastructure, including high-speed internet and computer systems, to facilitate seamless service delivery.

Their commitment to excellence, backed by decades of experience and a client-focused approach, makes them a trusted auditing and consultancy partner for businesses of all scales.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice.

Item No. 5

APPOINTMENT OF M/S. CS. RIDDHITA AGRAWAL, COMPANY SECRETARY, MUMBAI AS THE SECRETARIAL AUDITORS OF THE COMPANY: ORDINARY RESOLUTION

The Securities and Exchange Board of India ("SEBI"), through a notification dated 12th December, 2024, introduced the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("Listing Regulations"),

thereby amending the existing Listing Regulations. As per the amendment, every listed company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of Five consecutive years as the Secretarial Auditors. with the approval of its Shareholders in its Annual General Meeting.

Hence there is a requirement to appoint a Secretarial Auditor for a term of five years Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any ("the Act"), the Board of Directors of the Company ("the Board") at their meeting held on 28th May 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of CS. Riddhita Agrawal, Company Secretary in Practice, Mumbai (Membership No. FCS 10054 & Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022), as the Secretarial Auditor of the Company, for a period of Five (5) consecutive years from commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration as shall be fixed by the Board of the Company.

Credentials of the Secretarial Auditor: CS. Riddhita Agrawal, is a qualified Company Secretary with more than ten years of professional experience. Her expertise lies in the matter pertaining to Corporate Laws and compliance related to SEBI Regulations. Further she is well versed in corporate compliance and assist in corporate restricting, The Proprietary Concern is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

CS Riddhita Agrawal, has been the Secretarial Auditors of the Company from Financial Year 2017 onwards and as part of their Secretarial audit she have demonstrated her expertise and proficiency in handling Secretarial audits of the Company till date. CS. Riddhita Agrawal, has consented to her appointment and confirmed that her appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. She have further confirmed that she is not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

Terms and conditions of appointment & remuneration:

- a) Term of appointment:** 5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.
- b) Remuneration:** Rs.50,000/- (Rupees Fifty Thousand only) per annum plus applicable taxes and other out-of-pocket expenses. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Fee for subsequent year(s): As determined by the Audit Committee and/or the Board of Directors.

- c) Basis of recommendations:** The Board considered the appointment as Secretarial Auditor due to its proven expertise in corporate legal advisory, particularly in SEBI regulations and compliance management. Her deep understanding of regulatory frameworks, combined with 10 years of cross-sectorial experience making it well-positioned to conduct a thorough and value-driven Secretarial Audit. CS. Riddhita Agrawal, is best suited for the Company due to its proven ability to deliver insightful, compliance-focused Secretarial Audits backed by deep regulatory expertise and sectorial experience.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, except to the extent of their respective shareholding in the Company, if any in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 5 of the Notice

Item No. 6**Re-appointment of Ms. Asha Samapth as an Independent Director**

Asha Sampath was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective September 05, 2020, to hold office up to 28th Annual General Meeting. The members at the AGM held on 30th September 2020 had approved the same. She is due for retirement from the first term as an independent director on 28th Annual General Meeting. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Asha Sampath during his first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Ms. Asha Sampath possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint her as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Ms. Asha Sampath as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Ms. Asha Samapth fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Asha Samapth for the office of independent director under the provisions of Section 149 of the Act.

The Company has received all statutory disclosures / declarations from Ms Asha Samapth, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation, Ms Asha Samapth fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for her reappointment as an independent director of the Company and She is independent of the Management of the Company.

A copy of the draft letter for the reappointment of Ms Asha Samapth as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Saturday, 02nd August, 2025.

The Board considers that the continued association of Ms Asha Samapth would be of immense benefit to the Company and is desirable to continue to avail her services as an independent director. The resolution seeks the approval of members for the reappointment of Ms Asha Samapth as an independent director of the Company, for a second term of 5 (five) years effective 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and her office shall not be liable to retire by rotation.

No director, KMP or their relatives except Ms Asha Samapth, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 6.

The Board recommends the special resolution as set out in Item no. 6 of this notice for the approval of members.

Item No. 7**Re-appointment of Mr. Satish Wate (DIN: 07792398) as an independent director**

Mr. Satish Wate was appointed as an independent director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") by the Board, effective September 05, 2020, to hold office up to 28th Annual General Meeting. The members at the AGM held on 30th September 2020 had approved the same. He is due for retirement from the first term as an independent director on 28th Annual General Meeting. The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Mr. Satish Wate during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board her reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in governance, finance, risk management, tax & regulatory advisory, business reorganization, and vast business experience, among others, as being key requirements for this role.

In view of the above, the NRC and the Board are of the view that Mr. Satish Wate possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an independent director.

Based on the recommendation of the NRC, the Board, recommended the reappointment of Mr. Satish Wate as an independent director, not liable to retire by rotation, for a second Fixed term of 5 (five) years effective 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. Mr. Satish Wate fulfills the requirements of an independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the reappointment of Mr. Satish Wate for the office of independent director under the provisions of Section 149 of the Act.

The Company has received all statutory disclosures / declarations from Mr. Satish Wate, including (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules, (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act. In the opinion of the Board and based on its evaluation, Mr. Satish Wate fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his reappointment as an independent director of the Company and he is independent of the Management of the Company.

A copy of the draft letter for the reappointment of Mr. Satish Wate as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Saturday, 02nd August, 2025.

The Board considers that the continued association of Mr. Satish Wate would be of immense benefit to the Company and is desirable to continue to avail his services as an independent director. The resolution seeks the approval of members for the reappointment of Mr. Satish Wate as an independent director of the Company, for a second term of 5 (five) years effective 28th Annual General Meeting to be held for the financial year ended 31st March, 2025 till the conclusion of 33rd Annual General Meeting to be held for the financial year ended 31st March, 2030 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

No director, KMP or their relatives except Mr. Satish Wate, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 7.

The Board recommends the special resolution as set out in Item no. 7 of this notice for the approval of members.

ANNEXURE TO THE NOTICE

PROFILE OF DIRECTOR

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the details of Directors seeking re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Chandrakant Waman Waikar	Ms. Asha Sampath	Mr. Satish Wate
DIN (Director Identification Number)	09533456	02160962	07792398
Date of Birth	15/12/1955	13/05/1965	22/12/1955
Date of Appointment as Director	28/06/2023	05/09/2020	05/09/2020
Nationality	Indian	Indian	Indian
Qualifications	Bachelor of Engineering (Civil) - from Veermata Jijabai Technological Institute (V.J.T.I.), Mumbai.	International Executive Management Development (UK), ICMA, London ACS, FCA	Masters and Doctorate in Biochemistry from Nagpur University
Brief Profile	Having more than 44 years in Construction industry in the fields like Thermal power plants, Pipe Lines, Pump Houses, Mall , Commercial buildings, Infrastructure projects, Water Treatment Plants and Waste Water Treatment Plant etc.	Having over 30 years of experience in executive leadership and board roles across sectors and international geographic regions in B2B manufacturing and holds an ESG Certification from the Institute of Directors. She runs Brand Horizon, a marquee Brand Consulting firm and is currently serving as a Director in Shradha Infraprojects Limited and Globalspace Technologies Limited. She has also previously has served as the Managing Director of Endeka Ceramics India Private Limited, as the Independent Director at Toyota Financial Services India Limited, as General Manager for startup projects in India and Indonesia and was the Finance Controller and Company Secretary at Johnson Matthey among various other roles.	He is a renowned environmental scientist and former Director of CSIR-NEERI (National Environmental Engineering Research Institute). He holds a Ph.D. in Biochemistry and has made significant contributions to environmental risk assessment, water management, and environmental biotechnology. He also served as Chairman of the Recruitment and Assessment Board (CSIR). He has over 120 research publications, 2 patents, and has guided numerous Ph.D. scholars. He is also involved in various government advisory roles and scientific committees, and is a recipient of various awards for his work in environmental science.

Number of Shares held in the Company	Nil	Nil	Nil
List of the Directorship held in other companies (excluding foreign, private and Section 8 Companies)	1. Active Infrastructures Limited 2. Achievers Ventures Private Limited	1. Active Infrastructures Limited 2. Globalspace Technologies Limited	1. Ceinsys Tech Limited 2. Suntech Infraestate Nagpur Private Limited 3. Maharashtra Enviro Power Limited 4. Allygrow Technologies Private Limited 5. Allygram Systems And Technologies Private Limited 6. Lloyds Metals And Energy Limited 7. SMS Water Grace BMW Private Limited
Chairman / Member in the Committees of Board of other Companies in which he is the Director	Nil	1. Active Infrastructures Limited (Chairperson of the Board) 2. Globalspace Technologies Limited (Member of Audit & Nomination and remuneration committee)	1. Ceinsys Tech Limited (Chairman of Stakeholders Relationship Committee & Member of CSR Committee) 2. Lloyds Metals And Energy Limited (Chairman of Nomination and remuneration committee & Member of Risk Management Committee)
Disclosure of relationship between directors (inter-se)	All the Directors are independent and not related to any Director, Manager or other Key Managerial Personnel of the Company (inter-se)		