NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Ninth (29th) Annual General Meeting,** of the Members of **SHRADHA REALTY LIMITED (Formerly Known as Shradha Infraprojects Limited)** will be held on Friday, the 04th day of September, 2026 at 11:45 A.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 2025-26 ENDED 31ST MARCH, 2026, INCLUDING, THE BALANCE SHEET AS AT 31ST MARCH, 2026, PROFIT AND LOSS AND CASH FLOW FOR THE FINANCIAL YEAR 2025-26 ENDED 31ST MARCH, 2026, 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 2025-26 ended 31st March, 2026, including, the Balance Sheet as at 31st March, 2026, Profit and Loss and Cash Flow for the Financial Year 2025-26 ended 31st March, 2026, 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 @ 30% I.E. RS. 0.60/- (SIXTY PAISA ONLY) PER EQUITY SHARE OF RS. 2/- EACH FOR THE FINANCIAL YEAR 2025-2026:**

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

   "**RESOLVED THAT** a final dividend @ 30% i.e. Rs. 0.60/- (Rs. Sixty Paisa Only) per Equity Share of Rs. 2/- each in the Equity Share capital of the Company for the financial year 2025-26, as recommended by the Board of Directors be and is hereby declared and approved."

3. **TO APPOINT A DIRECTOR IN PLACE OF MR. NITESH VINAYKUMAR SANKLECHA (DIN: 03532145; IT PAN: AUIPS6830L) MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER (CFO), 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. Nitesh Vinaykumar Sanklecha Managing Director & Chief Financial Officer (DIN: 03532145), 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."

SPECIAL BUSINESS:

4. **TO RE-APPOINT MR. SHREYAS SUNIL RAISONI (DIN: 06537653) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 2(51) 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable and subject to the approval of the Central Government and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, approval of the members of the Company be and is hereby accorded for the Re-appointment of Mr. Shreyas Sunil Raisoni (DIN: 06537653) as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) years w.e.f. 05th September, 2026, on the terms and conditions including payment of minimum remuneration[limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013], as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company as stated in the explanatory statement to this resolution, with authority to the Board of Directors including any Nomination and Remuneration Committee thereof to revise, amend, alter, vary and implement the terms and conditions of re-appointment including payment of minimum remuneration or any other terms and conditions as it may deem fit and proper, from time to time subject to the provisions of the Companies Act, 2013 read with Schedule V to the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the aforesaid resolution."

5. TO RE-APPOINT MR. NITESH VINAYKUMAR SANKLECHA (DIN: 03532145; IT PAN: AUIPS6830L) AS THE MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 2(51) 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act") and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable and subject to the approval of the Central Government and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, approval of the members of the Company be and is hereby accorded for the re-appointment of Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company, liable to retire by rotation, for a period of Three (3) years w.e.f. 05th September, 2026, on the terms and conditions including payment of minimum remuneration [limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013], as recommended by the Nomination and Remuneration Committee of the Board of Directors of the Company as stated in the explanatory statement to this resolution, with authority to the Board of Directors including any Nomination and Remuneration Committee thereof to revise, amend, alter, vary and implement the terms and conditions of re-appointment including payment of minimum remuneration or any other terms and conditions as it may deem fit and proper, from time to time subject to the provisions of the Companies Act, 2013 read with Schedule V to the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorised to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the aforesaid resolution."

6. **TO CONSIDER AND APPROVE RELATED PARTY TRANSACTIONS BETWEEN THE LISTED MATERIAL SUBSIDIARY OF THE COMPANY I.E. ACTIVE INFRASTRUCTURES LIMITED WITH THEIR SUBSIDIARY - STARGATE 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. ***Stargate Ventures LLP,*** as more specifically set out in ***Table A-1*** 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."

By the Order of Board,

For SHRADHA IREALTY LIMITED

(Formerly known as Shradha Infraprojects Limited)

Sd/-

Shrikant Huddar

Company Secretary

(ICSI Membership No. A38910)

Registered Office:

Shradha House, Near Shri Mohini Complex, Kingsway,

Block No. SI-4, Sixth Floor, Kasturchand Park, Nagpur 440001, Maharashtra, India

Date: 13/08/2026

Place: Nagpur

NOTES

1. The relevant details in respect of Directors seeking re-appointment 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 though 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. **Revised Chartered Accountant's Certificate**

   Pursuant to the undertaking furnished by the Company to the National Stock Exchange of India Limited in connection with the change of name of the Company under Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Revised Chartered Accountant's Certificate submitted to the Stock Exchange is enclosed as Annexure –III to this Notice and is placed before the Members for their information.
7. Since, this AGM is held through VC, no road map of the location for the venue of Annual General Meeting is attached herewith.
8. 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.
9. 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.
10. 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.
11. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Friday, the 28th August, 2026, 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.

12. 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.

13. 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.

14. 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 and other Shares related documents to the Company's RTA.

15. 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.

16. 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.

17. 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.

18. 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 28th August, 2026, 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 28th August, 2026, 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, 28th August, 2026, 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, 28th August, 2026, 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, 01st September, 2026 at 9.00 a.m. and will end on Thursday, 03rd September, 2026 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, 28th August, 2026, 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, h/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, 28th August, 2026

(vii). The Company has appointed CS Ridhhita 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, 01st September, 2026 at 9.00 a.m. and will end on Thursday, 03rd September, 2026 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, 28th August, 2026 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**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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) ▸ 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. ▸ 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 Realty 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, 28th August, 2026 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, 28th August, 2026 (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 APPOINT MR. SHREYAS SUNIL RAISONI (DIN: 06537653) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

The members are informed that Mr. Shreyas Sunil Raisoni (DIN: 06537653) was re-appointed as Whole-Time Director [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three years w.e.f. 05 September, 2023 which is valid till the period of 04th September 2026.

Mr. Shreyas Sunil Raisoni, aged about 31 years did the M.Sc. (Master of Science – MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Seven (7) years of experience in the area of various technical and analytical skills. The governance and monitoring mechanisms of the Company have been greatly enhanced with his valuable insights and suggestions.

Taking in view an active involvement of Mr. Shreyas Sunil Raisoni in the overall management, growth and functioning of the Company, the Board of Directors of the Company at their meeting held on 13th August 2026, on the recommendation of the Nomination and Remuneration Committee, and, subject to the approval of the Shareholders of the Company, appointed him as the Whole-Time Director [designated Key Managerial Personnel (KMP)] of the Company for a period of three (3) years effective 05 September, 2026, with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder:

REMUNERATION:

i) **Salary:** the Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee from time to time.

ii) **Commission:** Not entitled to any profit based Commission

iii) **Perquisites:** the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

DUTIES: Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director while looking after general administration of the Company, shall manage the business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 and Listing Regulations to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company.

REIMBURSEMENT OF EXPENSES: The expenses incurred in connection with the business of the Company are reimbursable

MINIMUM REMUNERATION: in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Shreyas Sunil Raisoni (DIN: 06537653) as a Whole-Time Director of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act.

The Company has received necessary declarations and confirmations from Mr. Shreyas Sunil Raisoni (DIN: 06537653) including consent to act as Director declaration under Section 164 of the Act confirming that he is not disqualified from being appointed as a Director, and confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or other authority in terms of applicable SEBI circulars and has given consent to act as a Whole-Time Director of the Company.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION:	
Nature of industry	Construction of Buildings
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators Foreign investments or collaborations, if any	Please refer to the Financial results in Annual Report. For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the National Stock Exchange of India Limited.(NSE)
II. INFORMATION ABOUT THE APPOINTEE :	
Background details	Mr. Shreyas Sunil Raisoni, aged about 30 years did the M.Sc. (Master of Science - MS Information Systems) from Robert H. Smith School of Business, University of Maryland. He has Four (4) years of experience in the area of various technical & analytical skills.
Past remuneration	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with such annual increments as may be decided by the Board / Nomination & Remuneration Committee from time to time.
Recognition or Awards	Nil, hence not applicable.
Job profile and her suitability	Subject to the supervision, control and direction of the Board of Directors, Mr. Shreyas Sunil Raisoni shall be responsible for the day -to-day management of the Company.
Remuneration proposed	Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with suitable annual increments, as may be determined by the Committee and/or Board of Directors from time to time, perquisites / benefits will be payable as per the rules of the Company and performance based bonus be payable subject to approval of the Board of Directors of the Company from time to time. The terms and conditions of appointment including the remuneration payable to Mr. Shreyas Sunil Raisoni, as the Whole

	-Time Director [Designated Key Managerial Personnel (KMP)] of the Company is well within the ceiling as laid down under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Having considered his qualification, experience and responsibilities, the Board recommends the Members, the appointment of Mr. Shreyas Sunil Raisoni, as the Whole-Time Director [Designated Key Managerial Personnel (KMP)] and it is in the interest of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Shreyas Sunil Raisoni holds 4000 Equity Shares of the Company and Promoter of the Company, Further he has no pecuniary relationship, either directly or indirectly, with the Directors and Key Managerial Personnel of the Company. Mr. Shreyas Sunil Raisoni is the son of Mr. Sunil Raisoni, Company's Promoter, and thus has a direct relationship with him.
III. OTHER INFORMATION :	
Reasons of loss or inadequate profits	Market dynamics tend to affect businesses in the realty / infrastructure sector, as a result of which the company will have inadequate or no income to reach the negotiated acceptable management remuneration.
Steps taken or proposed to be taken for improvement	The company is in the process of growing its current capacity to add economies of scale to its market and will definitely increase its profitability in the near future.
Expected increase in productivity and profits in measurable terms	As such, the company cannot measure the rise in its projected earnings and income.
Disclosures	NIL

IV. Additional information to be given to the members in terms of Secretarial Standards-2 is forming part of the accompanying notice.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval of the shareholders.

Except Mr. Shreyas Sunil Raisoni, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM NO. 5 : TO APPOINT MR. NITESH VINAYKUMAR SANKLECHA (DIN: 03532145; IT PAN: AUIPS6830L) AS THE MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY:

The members are informed that Mr. Nitesh Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) who was re-appointed as a Managing Director & Chief Financial Officer (CFO) of the Company for a period of three years effective from 05 September, 2023 which is valid till the period of 04th September 2026.

Mr. Nitesh Vinaykumar Sanklecha, aged about 47 years, has been Fellow Member of Institute of Chartered Accountants of India since March, 2003 and has completed his Ph.D. in Commerce & Management. He has more than Two decades of professional experience in the construction industry and has worked on numerous construction projects and has strong background in the overall administration and management of a company.

Keeping in view the vast experience, role and responsibilities, leadership capabilities, entrepreneurship skills, and contribution in the performance of the Company, the Board of Directors of the Company at their meeting held on 13th August 2026, on the recommendation of the Nomination and Remuneration Committee, and, subject to the approval of the Shareholders of the Company, re-appointed Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company for a period of Three (3) Years effective 05 September, 2026 with an authority to the Nomination & Remuneration Committee and/or Board of Directors to modify/ alter/ revive the terms of appointment and/or any other terms and conditions as it may deem fit and proper, from time to time, on such terms and conditions including payment of remuneration as specified hereunder.

The terms and conditions governing the employment of Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company:

REMUNERATION:

i) **Salary:** the Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with such annual increments as may be decided by the Board/Nomination & Remuneration Committee from time to time.

ii) **Commission:** Not entitled to any profit based Commission

iii) **Perquisites:** the Perquisites and Benefits payable as per rules of the Company and Performance based Bonus shall be subject to approval of the Committee and/or Board of Directors of the Company from time to time.

DUTIES: Subject to the superintendence, direction and control of the Board of Directors of the Company, the Managing Director while looking after general administration of the Company, shall manage the business and affairs of the Company and exercise all the powers vested in directors except those which are specifically required by the Companies Act, 2013 and Listing Regulations to be exercised only at a meeting of the Board subject to any limitation or condition which may be prescribed by the Act or Board or by the Company.

REIMBURSEMENT OF EXPENSES: The expenses incurred in connection with the business of the Company are reimbursable

MINIMUM REMUNERATION: In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as a Managing Director & Chief Financial Officer of the Company, the remuneration as approved by this resolution, shall be payable as minimum remuneration in accordance with Schedule V and other applicable provisions of the Act.

The Company has received necessary declarations and confirmations from Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) including consent to act as Director declaration under Section 164 of the Act confirming that he is not disqualified from being appointed as a Director, and confirmation that he is not debarred from holding the office of Director pursuant to any order of SEBI or other authority in terms of applicable SEBI circulars and has given consent to act as a Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)]

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I. GENERAL INFORMATION :	
Nature of industry	Realty Sector/ Construction of Buildings
Date or expected date of commencement of commercial production	Not Applicable
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

Financial performance based on given indicators	Please refer to the Financial results in Annual Report.
Foreign investments or collaborations, if any	For details in relation to foreign investment in the Company, refer to the shareholding pattern of the Company available on the website of the Company & that of the National Stock Exchange of India Limited.(NSE)
II. INFORMATION ABOUT THE APPOINTEE:	
Background details	Mr. Nitesh Vinaykumar Sanklecha has been Fellow Member of Institute of Chartered Accountants of India since March, 2003 and has completed his Ph.D. in Commerce & Management. He has Nineteen (19) years of professional experience in the construction industry and has worked on numerous construction projects and has strong background in the overall administration and management of a company.
Past remuneration	Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with such annual increments as may be decided by the Board / Nomination & Remuneration Committee from time to time.
Recognition or Awards	Nil, hence not applicable.
Job profile and her suitability	Subject to the supervision, control and direction of the Board of Directors, Mr. Nitesh Vinaykumar Sanklecha shall be responsible for the day to-day management of the Company.
Remuneration proposed	Remuneration (Basic Salary) of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per month, with suitable annual increments, as may be determined by the Committee and / or Board of Directors from time to time, perquisites / benefits will be payable as per the rules of the Company and performance based bonus be payable subject to approval of the Board of Directors of the Company from time to time. The terms and conditions of appointment including the remuneration payable to Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN: AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] of the Company is well within the ceiling as laid down under Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force).
Comparative remuneration profile with respect size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Having considered his qualification, experience and to industry, responsibilities, the Board recommends the Members, the appointment of Mr. Nitesh Vinaykumar Sanklecha (DIN: 03532145; IT PAN:AUIPS6830L) as the Managing Director & Chief Financial Officer (CFO) [Designated Key Managerial Personnel (KMP)] and it is in the interest of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Nitesh Vinaykumar Sanklecha holds 2100 Equity Shares of the Company and has no pecuniary relationship, either directly or indirectly, with the Directors and Key Managerial Personnel of the Company.

III. OTHER INFORMATION:	
Reasons of loss or inadequate profits	Market dynamics tend to affect businesses in the infrastructure sector, as a result of which the company will have inadequate or no income to reach the negotiated acceptable management remuneration.
Steps taken or proposed to be taken for improvement	The company is in the process of growing its current capacity to add economies of scale to its market and will definitely increase its profitability in the near future.
Expected increase in productivity and profits in measurable terms	As such, the company cannot measure the rise in its projected earnings and income.
Disclosures	NIL

IV. Additional information to be given to the members in terms of Secretarial Standards-2 is forming part of the accompanying notice.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of the shareholders.

Except Mr. Nitesh Vinaykumar Sanklecha, none of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM NO. 6 :

Shradha Realty 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, the members informed that the Subsidiary Company, Active Infrastructures Limited, proposes to enter into related party transactions with Stargate Ventures LLP, for investment(s) up to an aggregate amount of ₹10 Crores.

The Board was further apprised that the "Material Related Party Transaction" under the Listing Regulations means any transaction(s) entered into individually or taken together with previous transactions during a financial year exceeding 10% of the annual consolidated turnover of a company as per its last audited financial statements.

Further, in respect of the proposed transactions between the Subsidiary Company, i.e. Active Infrastructures Limited, and Stargate Ventures LLP, the annual consolidated turnover of the Subsidiary Company for the financial year 2025-26 is ₹9,656.65 Lakhs. Accordingly, any transaction(s) with the related party exceeding ₹965.67 Lakhs (₹9.66 Crores), being 10% of the annual consolidated turnover of the Subsidiary Company, shall be considered as a Material Related Party Transaction. Since the proposed transactions are up to ₹1,000 Lakhs (₹10 Crores), the same would constitute Material Related Party Transactions at the level of the Subsidiary Company and accordingly require approval of its Members.

The Board was further apprised that Active Infrastructures Limited is a Material Subsidiary of the Company. Accordingly, considering that the proposed transactions constitute Material Related Party Transactions at the level of Active Infrastructures Limited, being a Material Subsidiary of the Company, the Company proposes to obtain the prior approval of the Members of the Company for the proposed transactions with Stargate Ventures LLP.

The Board was further informed that the annual consolidated turnover of the Company for the financial year 2025-26 is ₹11,705.14 Lakhs. Accordingly, 10% of the annual consolidated turnover of the Company amounts to ₹1,170.51 Lakhs (₹11.71 Crores). Since the proposed transactions of up to ₹1,000 Lakhs (₹10 Crores) do not exceed 10% of the annual consolidated turnover of the Company, the proposed transactions do not constitute Material Related Party Transactions at the level of the Company.

However, considering that the proposed transactions are Material Related Party Transactions at the level of Active Infrastructures Limited, being a Material Subsidiary of the Company, it is proposed to obtain the approval of the Members of the Company for the said transactions.

Accordingly, the Board was requested to consider and approve the proposal for obtaining the approval of the Members of the Company for the proposed related party transactions to be entered into by Active Infrastructures Limited with Stargate Ventures LLP for investment(s) up to an aggregate amount of ₹10 Crores.

As per SEBI Master Circular dated November 11, 2024, and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, required listed entities to follow Minimum information to be provided to the Audit Committee/ Shareholders for approval of Related Party Transactions, formulated by Industry Standards Forum are mentioned below:

Table No. A-1: Transactions between the Listed Material Subsidiary of the Company 'Active Infrastructures Limited' with their Subsidiary- Stargate 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)	**Name of the Listed Material Subsidiary:** **Active Infrastructures Limited** Name of the related party Stargate Ventures LLP **Relationship** Stargate Ventures LLP is a Subsidiary of the Active Infrastructure Limited.
b.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Shreyas Sunil Raisoni is a Director/ Designated Partner on the Board of both Active Infrastructures Limited (the Company) and Stargate Ventures LLP. 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 Stargate Ventures LLP.
c.	Type, tenure, material terms & 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 2028-29.
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	8.54% of annual consolidated turnover of the Company for FY 2025-26

2.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	The Company shall be lending to/ making an investment in the capital of Stargate Ventures LLP of an amount aggregating to Rs. 1000/- lakhs from its internal accrual.
	(i) details of the source of funds in connection with the proposed transaction	Not applicable.
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	The LLP will be utilizing the loan amount for its Principal Business activities.
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	
	(iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	
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 counter party's annual consolidated turnover that is represented by the value of the proposed RPT	Stargate Ventures LLP had nil turnover in the FY 2025-26
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. 6 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. 6 of this Notice for approval by the members.

By Order of the Board of Directors,

For SHRADHA REALTY LIMITED

Sd/-

Date: 13th August 2026 **SHRIKANT HUDDAR**

Place: Nagpur COMPANY SECRETARY

ANNEXURE -1

PROFILE OF DIRECTORS

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:

*Considered only Audit Committee and Stakeholders' Relationship Committee.

Name of the Director	**Mr. Nitesh Vinaykumar Sanklecha**	**Mr Shreyas Sunil Raisoni**
DIN (Director Identification Number)	03532145	06537653
Date of Birth	01/07/1979	16/02/1995
Date of Appointment as Director	05/09/2020	01/09/2020
Nationality	Indian	Indian
Qualifications	Ph. D. in Commerce & Management, Fellow Member of Institute of Chartered Accountants of India since March, 2003.	M.Sc. (Master of Science – MS Information Systems) from Robert H. Smith School of Business, University of Maryland
Brief Profile	Comprehensive expertise & professional experience in the Treasury, Accounting and Finance divisions, as well as designing and proposing corporate practices, plans and auditing, financial analysis and portfolio management.	Comprehensive Experience as an executive in International Marketing team, Export (Europe) Division, International Markets and in various fields.
Experience and expertise in specific functional areas	Mr. Nitesh Vinaykumar Sanklecha is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds a Ph.D. in Commerce & Management. With over two decades of experience in finance, treasury, taxation, corporate strategy and business management, he has been instrumental in shaping the Company's growth and strategic direction. He has successfully led the financial planning and execution of numerous real estate and infrastructure projects while ensuring robust governance, effective risk management and prudent capital allocation. Under his leadership, the Company has strengthened its financial	Mr. Shreyas Sunil Raisoni holds a Master of Science in Information Systems from the Robert H. Smith School of Business, University of Maryland, USA. He possesses diverse experience in international business, strategic planning and global marketing. Having worked across international marketing, exports and overseas business operations, he brings valuable insights into business development, technology adoption and market expansion. He actively contributes towards strengthening operational

	position, expanded its business portfolio and reinforced its commitment to sustainable value creation. His extensive industry knowledge and strategic vision continue to drive the Company transformation into a leading real estate developer.	efficiencies, governance frameworks and strategic initiatives across the Company. His forward-looking approach and global perspective continue to support the Company's long-term growth objectives.
Terms and conditions of appointment or reappointment	Re-appointed as Managing Director & CFO for a period of 3 years, effective from 05-09-2026 to 04-09-2029, liable to retire by rotation.	Re-appointed as Whole Time Director for a period of 3 years, effective from 05-09-2026 to 04-09-2029, liable to retire by rotation.
Remuneration sought to be paid (₹)	No change proposed. The same remuneration as previously approved will continue for the new term.	No change proposed. The same remuneration as previously approved will continue for the new term.
Remuneration Last Drawn (₹)	Rs. 1,50,000/- Per Month	Rs. 1,50,000/- Per Month
Number of Meetings of Board attended during the year	08/08 board meetings attended during 2025-26.	08/08 board meetings attended during 2025-26.
Relationship with other Directors, Managers & other Key Managerial Personnel of the Company	Not related to any Director, Manager and other Key Managerial Personnel of the Company	Not related to any Director, Manager & other Key Managerial Personnel of the Company
Shareholding in the Company as on March 31, 2026	40499	4000
Directorships of other Boards (including Directorships on the Board of Listed companies) as on March 31, 2026 (excluding foreign, private and Section 8 Companies)	1. Active Infrastructures Limited	1. Active Infrastructures Limited
Listed entities from which the Director has resigned in the past three years	NIL	NIL
Chairman / Member in the Committees of Board of other Companies in which he is the Director (Audit Committee and Stack Holder Relationship Committee Considered)	NIL	01 (Member of Stakeholders Relationship & Grievance Committee of Active Infrastructures Limited)

ANNEXURE -2

Information Pursuant to the Listing Regulations and Secretarial Standards in Respect of Directors Retiring by Rotation

Name of Director	Date of Birth	Brief Resume and Nature of Expertise in Functional Area	List of Directorship / Committee Memberships in other Public Companies as on 31st March, 2026
Mr. Nitesh Vinaykumar Sanklecha	01/07/1979	Mr. Nitesh Vinaykumar Sanklecha is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and holds a Ph.D. in Commerce & Management With over two decades of experience in finance, treasury, taxation, corporate strategy and business management, he has been instrumental in shaping the Company's growth and strategic direction. He has successfully led the financial planning and execution of numerous real estate and infrastructure projects while ensuring robust governance, effective risk management and prudent capital allocation. Under his leadership, the Company has strengthened its financial position, expanded its business portfolio and reinforced its commitment to sustainable value creation. His extensive industry knowledge and strategic vision continue to drive the Company transformation into a leading real estate developer.	**Other Directorship :** Nil **Name of listed entities in which person also holds directorship or membership of committee :-** Active Infrastructures Limited **Listed entities from which he has resigned as Director in past 3 years:-** Nil **Committee positions held in Shradha Realty Limited:-** NIL (Considered Audit and Stakeholder Grievance Committee) Committee Positions held in other Public Companies: Nil (Considered Audit and Stakeholder Grievance Committee) **Relationship with other Directors:-** NIL **No. of Shares held in the Company:** 4000 **No. of Board Meetings Attended during the year:** 08/08 in FY 2025- 26

ANNEXURE - 3

To

The Manager - Listing Compliances
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex Bandra (East), Mumbai - 400 051.

This is to certify that we have examined the records and documents of Shradha Realty Limited (formerly known as Shradha Infraprojects Limited) ("the Company").

Based on our examination and information provided to us, we hereby certify that :

- The Companies name has been changed from "Shradha Infraprojects Limited" to "Shradha Realty Limited" pursuant to approval of shareholders dated 27th December, 2025 and the Registrar of Companies dated 03rd February, 2026.
- There has been no change in the main objects or business activity of the Company as stated in the Memorandum of Association.
- The change in name is only to better reflect the existing business activities of the Company.
- Accordingly, the compliance of the provisions of Regulation 45(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to change in name consequent to change in objects or activity, are not attracted in the present case.

This certificate is issued for the purpose of submission to the Stock Exchange in connection with the change in name of the Company.

For CA P. N. Gupta
(Chartered Accountant)

C A P. N. Gupta
Proprietor
Membership No. 044161
Place : Nagpur
Date : 20/02/2026
UDIN : 26044161PHALWS3969