

SHRADHA PROJECTS LIMITED

CIN: L27109WB1992PLC054108

Regd. Office: Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata - 700046

Ph no. 033-2285-1919/4044-5509/4600-4686

Email: cs@shradhaprojects.com Website: www.shradhaprojects.com

NOTICE OF THE 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of the members of SHRADHA PROJECTS LIMITED ("the Company") will be held on Monday, the 22nd day of September 2025 at 1:00 P.M. (IST) at its Registered office, Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata-700046 to transact the following businesses:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Annual Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2025 together with the Reports of the Auditors and the Board of Directors thereon**

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

"RESOLVED THAT the Directors' Report including annexures and the Audited Annual Financial Statements (**Standalone & Consolidated**) for the financial year ended 31st March, 2025 along with the Auditors' Report thereon be and are hereby considered, approved and adopted."

- 2. To appoint a director in place of Shri Shankar Lal Gupta (DIN: 00041007) who retires by rotation and, being eligible, offers himself for reappointment**

To consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013, approval of the members be and is hereby accorded for re-appointment of Shri Shankar Lal Gupta (DIN: 00041007), Director, who shall retire by rotation at the Annual General Meeting and re-appointed as Director of the company."

SPECIAL BUSINESS

- 3. To appoint M/s. Altab Kazi & Associates, Practicing Company Secretaries as Secretarial Auditor for an audit period of 5 years commencing from FY 2025-2026 till FY 2029-2030**

To consider and if thought fit, to pass with or without modifications the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Section 204 of the Companies Act, 2013 ("Act") and other applicable laws, if any, the relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members of the Audit Committee & Board of Director, for appointment of M/s. Altab Kazi & Associates, Practising Company Secretaries (CP:27662, FCS:12581) as Secretarial Auditor of the Shradha Projects Limited for Audit period of 5 years commencing from FY 2025-2026 till FY 2029-2030 at a fee to be decided mutually.

RESOLVED FURTHER THAT any of the directors and/or Company Secretary of the Company be and is/are hereby authorized to take all necessary steps to give effect to the said resolution."

- 4. APPOINTMENT OF MR. ROHIT BALODIA (DIN: 11045828) AS MANAGING DIRECTOR**

To consider and if thought fit, to pass with or without modifications the following resolution as special Resolution

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“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force), and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) and as per relevant provisions of RBI Directions including master directions, Circulars, Master Circulars (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Board of Directors and subject to approval of such other consents and permission as may be necessary, consent of the members be and is hereby accorded to the appointment of Mr. Rohit Balodia DIN: 11045828 as Managing Director of the Company for a period of five (5) Years with effect from 14th July 2025 appointed by the Board of Directors at its meeting held on 19.06.2025.”

RESOLVED FURTHER THAT any of the directors and/or Company Secretary of the Company be and is/are hereby authorized to take all necessary steps to give effect to the said resolution.”

5. APPOINTMENT OF MR. AYUSH PATWARI (DIN: 07582223) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and as per relevant provisions of RBI Directions including master directions, Circulars, Master Circulars (hereinafter collectively referred to as the “Applicable Laws”) and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Ayush Patwari (DIN:-07582223) as an Independent Director of the Company made by the board of directors on its meeting held on 19.06.2025, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from August 12, 2025 upto August 11, 2030 (both days inclusive).

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary & Compliance Officer, be and are hereby severally authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution.”

6. APPOINTMENT OF MS. NEHA AGARWAL (DIN: 11145262) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications the following resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (“the Act”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable

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provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and as per relevant provisions of RBI Directions including master directions, Circulars, Master Circulars (hereinafter collectively referred to as the "Applicable Laws") and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to the appointment of Ms. Neha Agarwal (DIN:-11145262) as an Independent Director of the Company made by the board of directors on its meeting held on 11.08.2025, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years on the Board of the Company with effect from August 12, 2025 upto August 11, 2030 (both days inclusive).

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and/or Company Secretary & Compliance Officer, be and are hereby severally authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

7. APPROVAL TO BORROW IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013

To consider and if thought fit, to pass with or without modifications the following resolution as special Resolution

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs. 150 crore/- (Rupees One Hundred Fifty Crore Only) by way of fund based facilities and Rs. 500 Crores (Five Hundred Crores Only) by way of non-fund based facilities over and above the aggregate, of the paid-up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

By Order of the Board
For Shradha Projects Limited

Place: Kolkata

Date: 27.08.2025

Satish Kumar Thakur
(Company Secretary & Compliance Officer)

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NOTES:

1. Members entitled to attend and vote at the ANNUAL GENERAL MEETING, is ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy as per the format included in the Annual Report should be deposited at the Registered Office of the Company, duly completed and signed not less than FORTY-EIGHT HOURS before the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed **from 16th September, 2025 to 22nd September, 2025 (both days inclusive)**.
5. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2024-2025 is being sent to all the members whose email id's are registered with the Company/Depository Participants. Members who have not yet registered their email addresses are requested to register the same with their DPs, in case the shares are held by them in electronic form and with the Company/ Niche Technologies Pvt Ltd., the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
6. Documents referred to in the accompanying Notice and the statement and other statutory registers are available for inspection by members at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and Holidays between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting.
7. Members / proxies are requested to bring their attendance slip along with their copy of Annual Report to the meeting. As a measure of the economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore,

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requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the company.

10. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to Niche Technologies Pvt. Ltd. for their doing the needful.
11. Members are requested to notify change in address, if any, immediately to Niche Technologies Pvt. Ltd. quoting their folio numbers.
12. The Notice of the 34th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members may also note that the Notice of the 34th AGM and the Annual Report 2025 will be available on the Company's website, shradhaprojects.com. The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed, viz www.cse-india.com. The said Notice is also available on the website of NSDL at www.evoting.nsdl.com.
13. Members are requested to send their queries, if any, relating to the accounts of the Company, well in advance, so that the necessary information can be made available at the meeting.
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
15. Additional information, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of director seeking appointment / reappointment are given hereunder :

Name	Mr. Shankar Lal Gupta	Mr. Rohit Balodia	Mr. Ayush Patwari	Ms. Neha Agarwal
DIN	00041007	11045828	07582223	11145262
Age	72 years	38 years	33 Years	37 Years
Qualification	B.com, CA, CS	BA, LL.B	CA & CS Inter, Executive Program (General Management, Growth and Development) from IIM, Calcutta	CS
Experience	48 Years	More than 5 years	More than 10 years	More than 6 Years
Expertise in specific functional Area	He has good knowledge in Account, Finance and trade policies.	Law, Financial Management specially in NBFI.	Finance, General Management, Business Growth	Corporate Laws, SEBI & FEMA Laws
Terms and Conditions of Appointment/ Reappointment	The details are provided in the resolution at Item no. 2 of this	The details are provided in the resolution at Item no. 4 of this	The details are provided in the resolution at Item no. 5 of this	The details are provided in the resolution at Item no. 6 of this

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along with details of remuneration sought to be paid	notice.	notice.	notice.	notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March 2025	Nil	Nil	Nil	Nil
Date of first appointment on the Board	03.08.2001	14.07.2025	12.08.2025	12.08.2025
Relationship with other Directors / KMP	Nil	Nil	Nil	Nil
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2025	Nil	Nil	Nil	Nil
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil	3	3
Number of Equity Shares held in the Company as on 31.03.2025	5060	58,800	0	0

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday 19th September 2025 at 09:00 A.M. and ends on Sunday 21st September 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 15th September 2025 may cast their vote electronically. The voting

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right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 15th September 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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.jsp3. 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





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	<p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication,

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	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) 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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	Helpdesk details
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 evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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Email: cs@shradhaprojects.com Website: www.shradhaprojects.com

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcsaltabkazi@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cs@shradhaprojects.com.

SHRADHA PROJECTS LIMITED

CIN: L27109WB1992PLC054108

Regd. Office: Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata - 700046

Ph no. 033-2285-1919/4044-5509/4600-4686

Email: cs@shradhaprojects.com Website: www.shradhaprojects.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@shradhaprojects.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board
For Shradha Projects Limited

Place: Kolkata

Date: 27.08.2025

Satish Kumar Thakur
(Company Secretary & Compliance Officer)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Businesses mentioned at the Item no. 3, 4, 5, 6 & 7 of the accompanying Notice dated 27.08.2025:

Item No.3: To appoint M/s. Altab Kazi & Associates, Practicing Company Secretaries as Secretarial Auditor for an audit period of 5 years commencing from FY 2025-2026 till FY 2029-2030

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Third Amendment Regulations dated December 12, 2024 and Regulation 24A(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary. The Company may appoint an individual as Secretarial Auditor for not more than one term of five consecutive years or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years. Accordingly, the Board has recommended the appointment of M/s Altab Kazi & Associates, Practicing Company Secretaries, a peer reviewed firm as Secretarial Auditor of the Company for Audit period of 5 years commencing from FY 2025-2026 till FY 2029-2030 at a fee to be decided mutually for the approval of shareholders.

The Board and the Audit Committee, while considering the appointment of M/s. Altab Kazi & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company, evaluated the firm's credentials, expertise to manage secretarial audits in the sector that the Company operates, its professional standing, technical competence, and the diversity of its client portfolio. Based on this

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assessment, M/s. Altab Kazi & Associates, Practicing Company Secretaries, was found to be well-qualified to conduct the Secretarial Audit for the Company.

M/s. Altab Kazi & Associates confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the company in terms of Regulation 24 (1A) of SEBI (LODR) Regulations, 2015. The services to be rendered by M/s. Altab Kazi & Associates, as Secretarial Auditor are within the purview of Regulation 24 (1B) of SEBI (LODR) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. The Board recommends the resolution for the approval of members as an Ordinary Resolution.

Item No.4: Appointment of Mr. Rohit Balodia (DIN:11045828) as Managing Director

The Board of Directors of the company at the meeting held on 19.06.2025 appointed Mr. Rohit Balodia as Managing Director of the company pursuant to the prior approval of the RBI Kolkata thereby mandated a public notice to be caused 30 days prior to the effective date of appointment which complied on 14.06.2025 in this regard. He is BA LL.B qualified and has more than 5 years of working experience in finance. Apart from this, he has experience in law and allied fields. His core competence and skills benefit the company. He will be remunerated as per the companies act and rules framed thereunder as decided mutually. Thus, The Board recommend the Resolution in the interest of the Company.

Except Mr. Rohit Balodia and/or his relatives, if any None of the Directors, Key Managerial Personnel or their relative is interested in the Resolution”.

Item No.5: Appointment of Mr. Ayush Patwari (DIN:07582223) as an Independent Director

Mr. Ayush Patwari is currently having more than 10 years of experience in the various fields and is CA and CS inter qualified. Apart from this, he has completed his executive program in general management, growth and development. He has gained 10 years of experience in short journey so far. His merit, skills and experience will benefit the company. Thus, The Board recommend the Resolution in the interest of the Company.

Except Mr. Ayush Patwari and/or his relatives, if any, none of the Directors, Key Managerial Personnel or their relative is interested in the Resolution”.

Item No. 6: Appointment of Ms. Neha Agarwal (DIN:11145262) as an Independent Director

Ms. Neha Agarwal is a qualified and experienced Practicing Company Secretary with over 6 years of expertise in corporate law, regulatory compliance, and corporate governance. She is empanelled in the Independent Director's Databank (IICA) and meets the eligibility criteria under Section 149 of the Companies Act, 2013.

She specializes in providing end-to-end secretarial services to companies across various industries, including startups, private limited companies, and listed entities. Neha has a proven track record of supporting clients in handling complex corporate actions such as mergers, share transfers, due diligence, and compounding matters. She is Known for her attention to detail, ethical approach, and client-centric mindset, she brings a strategic perspective to compliance management and corporate advisory services. She operates with a commitment to integrity, confidentiality, and professionalism. Thus, The Board recommend the Resolution in the interest of the Company.

Except for Ms. Neha Agarwal and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

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Email: cs@shradhaprojects.com Website: www.shradhaprojects.com

Item No. 7: Approval to Borrow in Excess of the Limits Prescribed under Section 180(1)(c) of the Companies Act, 2013

The provisions of Section 180(1)(c) of the Companies Act, 2013 require the approval of members by way of a Special Resolution to enable the Board of Directors to borrow money, from time to time, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Keeping in view the Company's existing and future fund requirements, particularly for business expansion, working capital needs, and other general corporate purposes, the Board of Directors considers it necessary to seek approval of the members to authorize the Board to borrow money exceeding the said limits, up to an aggregate sum of **Rs. 150 Crores by way of fund-based facilities and Rs. 500 Crores by way of non-fund based facilities**, over and above the aggregate of the paid-up share capital and free reserves of the Company. The Board recommends passing of the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
For Shradha Projects Limited

Place: Kolkata

Date: 27.08.2025

Satish Kumar Thakur
(Company Secretary & Compliance Officer)

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

Name	Mr. Shankar Lal Gupta	Mr. Rohit Balodia	Mr. Ayush Patwari	Ms. Neha Agarwal
DIN	00041007	11045828	07582223	11145262
Age	72 years	38 years	33 Years	37 Years
Qualification	B.com, CA, CS	BA, LL.B	CA & CS Inter, Executive Program (General Management, Growth and Development) from IIM, Calcutta	CS
Experience	48 Years	More than 5 years	More than 10 years	More than 6 Years
Expertise in specific functional Area	He has good knowledge in Account, Finance and trade policies.	Law, Financial Management specially in NBFI.	Finance, General Management, Business Growth	Corporate Laws, SEBI & FEMA Laws

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Terms and Conditions of Appointment/ Reappointment along with details of remuneration sought to be paid	The details are provided in the resolution at Item no. 2 of this notice.	The details are provided in the resolution at Item no. 4 of this notice.	The details are provided in the resolution at Item no. 5 of this notice.	The details are provided in the resolution at Item no. 6 of this notice.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March 2025	Nil	Nil	Nil	Nil
Date of first appointment on the Board	03.08.2001	14.07.2025	12.08.2025	12.08.2025
Relationship with other Directors / KMP	Nil	Nil	Nil	Nil
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2025	Nil	Nil	Nil	Nil
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil	3	3
Number of Equity Shares held in the Company as on 31.03.2025	5060	58,800	0	0

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ANNEXURE TO THE NOTICE FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 22ND DAY OF SEPTEMBER 2025

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Rules 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, the 22nd day of September, 2025 at 1:00 P.M. (IST) at its Registered office, Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata – 700046 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
135661		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
19th September, 2025 at 9:00 A.M. (IST)	21st September, 2025 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

Place: Kolkata
Date: 27.08.2025

By Order of the Board
Sd/-
Satish Kumar Thakur
Company Secretary and Compliance Officer

Encl: Attendance Slip / Proxy Form

SHRADHA PROJECTS LIMITED

Dear Shareholder(s),

Sub: Service of Documents through Electronic Mode

Your Company is making an effort to build a greener world and we request your support. You are requested to subscribe to a soft copy of the Company's various documents like Notices of Meetings, Annual Reports and other shareholder communication by registering your email id with your Depository Participant (DP)/Company, if you have not already done so. You are also requested to keep your DP/Company informed of any change in your email id. With this one small action, you could leave a greener legacy for future generations. We look forward to your support.

Thanking you,

Yours sincerely

For **SHRADHA PROJECTS LIMITED**

Satish Kumar Thakur
Company Secretary & Compliance Officer

-----Cut Here-----

ATTENDANCE SLIP

DPID* :	FOLIO NO. :
CLIENT ID. * :	NO. OF SHARES HELD :

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company held at Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata - 700046 at 1.00 P.M. on Monday, the 22nd Day of September 2025.

NAME(S) OF THE MEMBER(S)	
SIGNATURE OF THE MEMBER(S)	

Full Name of proxy (Block Letters)

Members / proxy's Signature

SHRADHA PROJECTS LIMITED

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L27109WB1992PLC054108
Name of the Company : SHRADHA PROJECTS LIMITED
REGISTERED OFFICE : Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata - 700046

Name of the Member (s).....
Registered Address
.....
.....
Email ID.
Folio No./Client ID.
DP ID

I/We being the member ofshares of the above
name company, hereby appoint .

Name
Address
Email ID.
Signature

Or Failing him/her,

Name
Address
Email ID.
Signature

Or Failing him/her,

Name
Address
Email ID.
Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Monday, 22nd September 2025 at Unit 9A, 9th Floor, Tirumala 22, 22 East Topsia Road, Kolkata – 700046 at 1.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below :

SHRADHA PROJECTS LIMITED

Resolution No.	Resolution	Vote (Optional)	
		For	Against
ORDINARY RESOLUTION			
1.	To receive, consider and adopt the Audited Annual Financial Statements (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2025 together with the Reports of the Auditors and the Board of Directors thereon.		
2.	To appoint a director in place of Shri Shankar Lal Gupta (DIN: 00041007), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s. Altab Kazi & Associates, Practicing Company Secretaries as Secretarial Auditor for an audit period of 5 years commencing from FY 2025-2026 till FY 2029-2030		
SPECIAL RESOLUTION			
4.	Appointment of Mr. Rohit Balodia (DIN:11045828) as Managing Director		
5.	Appointment of Mr. Ayush patwari (DIN: 07582223) as an Independent Director		
6.	Appointment of Ms. Neha Agarwal (DIN: 11145262) as an Independent Director		
7.	Approval to borrow in excess of the limits prescribed under section 180(1)(c) of the Companies Act 2013		

Signed this Day of 2025.

Signature of the Shareholder :

Signature of 1st Proxy holder (s) :

Affix
Revenue
Stamp

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at SHRADHA PROJECTS LIMITED, UNIT 9A, 9TH FLOOR, TIRUMALA 22, 22 EAST TOPSIA ROAD, KOLKATA - 700046 not less than FORTY-EIGHT HOURS before commencement of the meeting.

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting. 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
- 4) This is only optional. Please put a 'Π' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a member appoints a proxy and both the Member and proxy attend the Meeting, the proxy will stand automatically revoked.
- 6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- 8) This form of proxy will be valid only if it is duly completed in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

SHRADHA PROJECTS LIMITED

VENUE OF THE 34TH AGM OF SHRADHA PROJECTS LIMITED

UNIT 9A, 9TH FLOOR, TIRUMALA 22, 22 EAST TOPSIA ROAD, KOLKATA - 700046

