(Formerly known as Shradha Industries Limited)

CIN: L51227MH1990PLC054825

Registered Office: 1st floor, 345, Shradha House, Kingsway Road, Nagpur — 440001, Maharashtra, India

Email id: shradhaindustrieslimited1@gmail.com,

Website: https://shradhatechnologies.com/, Phone No.: 0712-6617181/82

Through Online Filing
Saturday, 14th October, 2023
SIL/CS/316

To,

Listing Compliance Department,

Metropolitan Stock Exchange of India Limited

(MSE),

Vibgyor Towers, 4th Floor, Plot No C-62, Opp. Trident Hotel, Bandra Kurla Complex,

Bandra (E), Mumbai – 400098

Symbol: SHRADHAIND

Scrip Code: 543976

To,

**BSE Limited** 

Phiroze Jeejeebhoy Towers,

Dalal Street,

Mumbai - 400001

ISIN No. : INE489B01023

Subject: Notice of 3rd Extra Ordinary General Meeting of the Company to be held on Monday,

06th November 2023 at 11.30 a.m. - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements)Regulations, 2015, as amended ("SEBI LODR Regulations")

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are enclosing herewith a copy of the notice of the Extra Ordinary General Meeting of the Company to be held on Monday, 06<sup>th</sup> November 2023 at 11.30 a.m. through video conferencing ('VC')/other audio visual means ('OVAM') to transact the business as set out in the notice convening the 3<sup>rd</sup> Extra Ordinary General Meeting.

The said Notice is being sent only through electronic mode to the shareholders of the Company at their registered e-mail addresses and the same has also been uploaded on the website of the Company at <a href="https://shradhatechnologies.com/">https://shradhatechnologies.com/</a>.

You are requested to take the same on records.

Thanking you.

Yours faithfully,

SHRADHA AI TECHNOLOGIES LIMITED (Formerly known as Shradha Industries Limited)

Harsha Bandhekar Company Secretary & Compliance Officer ICSI Membership No. A54849

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#### **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

Dear Members,

**NOTICE** is hereby given that 3<sup>rd</sup> Extra-ordinary General Meeting of the Members of Shradha AI Technologies Limited (Formerly known as Shradha Industries Limited) will be held at on Monday, 06<sup>th</sup> November 2023 at 11.30 a.m. through Video Conferencing ("VC") or Other Audio Visual Means ('OAVM') facility to transact the following Business:

#### **SPECIAL BUSINESS:**

# <u>ITEM NO. 1:</u> To appoint Mr. Vineet Ladhania (DIN: 08113413) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the provisions of Section 161 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, and basis the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company Mr. Vineet Ladhania (DIN: 08113413) who was appointed as an Additional (Independent) Director of the Company w.e.f. 13th October 2023, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member, proposing his candidature for the office of Director, who has submitted his consent and a declaration that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company for a fixed first term of Two (02) consecutive years, i.e. from 13th October, 2023 up to 12th October, 2025 and who shall not be liable to retire by rotation in terms of Section 149(13) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution."

# ITEM NO. 2: To Re- appoint Mr. Ajay Kumar Gandhi (DIN: 09516767) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure

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Requirements) Regulations, 2015, as per the provisions of Section 161 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, and on the basis of recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company Mr. Ajay Kumar Gandhi (DIN: 09516767) an Independent Director of the Company who has submitted a declaration that he meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a fixed second term of consecutive One (01) year, i. e from the conclusion of 07th November 2023 up to 06th November, 2024 and who shall not be liable to retire by rotation in terms of Section 149(13) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution."

# ITEM NO. 3: To Re-appoint Ms. Anjana Tolani (DIN: 09794298) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the provisions of Section 161 of the Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company, and on the basis of the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company Ms. Anjana Tolani (DIN: 09794298) an Independent Director of the Company who has submitted a declaration that she meets the criteria of independence as provided under Sections 149(6) and 149(7) of the Act and Regulation 16(1)(b) and Regulation 25(8) of the LODR Regulations and is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an Independent Director of the Company fixed second term of consecutive One (01) year, i. e from the conclusion of 18th November 2023 up to 17th November, 2024 and who shall not be liable to retire by rotation in terms of Section 149(13) of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things, necessary and expedient and desirable for the purpose of giving effect to this resolution."

By Order of the Board of Directors,

#### For SHRADHA AI TECHNOLOGIES LIMITED

(Formerly known as Shradha Industries Limited)

Sd/-

#### Harsha Bandhekar

Company Secretary & Compliance Officer

Date: 13/10/2023 Place: Nagpur

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### **NOTES**

- **1.** A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), in respect of Special Businesses as set out above to be transacted at EGM is annexed hereto and forms part of this Notice.
- 2. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide it's circular dated April 8, 2020 and April 13, 2020, June 15, 2020, September 28, 2020, December 31st 2020, June 23, 2021, December 08, 2021, May 5, 2022, 28th December 2022 and 25th September 2023 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, Dated May 05, 2022 (referred to as "SEBI Circular") permitted the holding of the "EOGM" 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 EOGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the EOGM through VC/OAVM only. The deemed venue for the EOGM shall be the Registered Office of the Company.
- **3.** As the EOGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this EOGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the General Meeting through VC/OAVM and participate there at and cast their votes through e-voting.
- **4.** Members are encouraged to attend and vote at this EOGM though VC. The attendance of the Members attending this EOGM 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.** As the EOGM will be held through VC / OAVM, the route map, proxy form and attendance slip are not required and accordingly, not attached to this Notice.
- 7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
- **8.** The Members can join the EOGM 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 EOGM 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

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Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EOGM without restriction on account of first come first served basis.

- **9.** Members holding shares in electronic form are requested to register / update their postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants, with whom they are maintaining their Demat accounts.
- **10.** The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 30<sup>th</sup> October 2023, being the cut-off date, shall be entitled to vote on the Resolutions set forth in this Notice or attend EOGM. A person who is not a Member as on the cut-off date should treat this Notice of EOGM for information purpose only.
- **11.** In the general interest of the Members, it is requested of them to update their bank mandate/NECS/Direct credit details/name/address/power of attorney and update their Core Banking Solutions enabled account number:
  - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
  - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

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

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

- **12.** Shareholders desiring any information relating to the accounts are requested to write to the Company at least 7 (seven) days in advance of the EOGM to enable the Company to provide the information required at the meeting.
- 13. Depository Participants/ Shareholders/ Investors of the Company are advised to send all documents/ correspondences such as requests for Dematerialization of Shares, Transfer of Shares, Change of Address, Registration of e-mail Id, Change of Bank Mandate/ NECS and other Shares related documents to the Company's RTA.

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- **14.** Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrar and Transfer Agent of the Company (in case of shares held in physical form), as the case may be, about:
  - (i). the change in the residential status on return to India for permanent settlement;
  - (ii). the particulars of the NRE account with a bank in India, if not furnished earlier.

#### **15. GREEN INITIATIVE**

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

**16.** The Company has appointed CS Riddhita Agrawal, Company Secretary in Practice, Mumbai (Membership No. FCS 10054, Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022) as the Scrutinizer for conducting the process of remote e-voting in a fair and transparent manner at the EOGM.

#### 17. E-Voting:

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Monday, 30<sup>th</sup> October 2023 as the "cut-off date" to determine the eligibility to vote by electronic means or 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. Monday, 30<sup>th</sup> October 2023, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.

Instructions for attending the e-EOGM 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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of

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casting votes by a member using remote e-voting as well as the e-voting system on the date of the EOGM 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. Thursday, 15 December 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting during EOGM. 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 EOGM and prior to the Cut-off date i.e. Monday, 30<sup>th</sup> October 2023, shall be entitled to exercise his/her vote either electronically i.e. remote evoting or e-voting during EOGM by following the procedure mentioned in this part.
- (iv). The remote e-voting will commence on Friday,  $03^{rd}$  November, 2023 at 9.00 a.m. and will end on Sunday,  $05^{th}$  November, 2023 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. Monday,  $30^{th}$  October 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- (v). Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi). The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, 30<sup>th</sup> October 2023.
- (vii). The Company has appointed CS Riddhita Agrawal, Company Secretary in Practice, Mumbai (Membership No. FCS 10054, Certificate of Practice No. 12917 & Peer Review Certificate No. 1838/2022) to act as the Scrutinizer for conducting the remote e-voting process as well as the venue voting system on the date of the EOGM, in a fair and transparent manner

### 2. Process for those shareholders whose email ids are not registered :

- (i). For members holding shares in Physical mode- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to shradhaindustrieslimited1@gmail.com.
- (ii). For members holding shares in Demat mode Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) to shradhaindustrieslimited1@gmail.com.

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

(i). The voting period begins on Friday, 03<sup>rd</sup> November 2023 at 9.00 a.m. and will end on Sunday, 05<sup>th</sup> November 2023 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-

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- off date i.e. Monday, 30<sup>th</sup> October 2023 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.
- Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 9th (iii). 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 noninstitutional 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.

Pursuant to above said SEBI Circular dated 9<sup>th</sup> December, 2020, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode, is given below:

Type of	Login Method		
shareholders			
	1) Users who have opted for CDSL Easi / Easiest facility, can login through		
Individual	their existing user id and password. Option will be made available to		
Shareholders	reach e-Voting page without any further authentication. The URL for		
holding	users to login to Easi / Easiest are		
securities in	https://web.cdslindia.com/myeasi/home/login or visit		
Demat mode	www.cdslindia.com and click on Login icon and select New System		
with <b>CDSL</b>	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 e-voting		
	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		

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	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
	https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	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
	<u>www.cdslindia.com</u> 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	1) If you are already registered for NSDL IDeAS facility, please visit the e-
Shareholders	Services website of NSDL. Open web browser by typing the following
holding	URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on
securities in	a mobile. Once the home page of e-Services is launched, click on the
demat mode with	"Beneficial Owner" icon under "Login" which is available under 'IDeAS'
NSDL	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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for
	IDeAS "Portal or click at
	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal
	Computer or on a mobile. Once the home page of e-Voting system is
	'Shareholder/Member' section. A new screen will open. You will have
	•
	company name or e-Voting service provider name and you will be
	available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a> 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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

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

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL</u>

Login type			Helpdesk details		
Individual	Shareholders	holding	Members facing any technical issue in login can contact CDSL		
securities in Demat mode with CDSL		th <b>CDSL</b>	helpdesk by sending a request at		
			helpdesk.evoting@cdslindia.comor contact at 022-		
			23058738 and 22-23058542-43.		
Individual	Shareholders	holding	Members facing any technical issue in login can contact		
securities in Demat mode with <b>NSDL</b>		th <b>NSDL</b>	NSDL helpdesk by sending a request at 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 <a href="www.evotingindia.com">www.evotingindia.com</a> 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:

#### (Formerly known as Shradha Industries Limited)

CIN: L51227MH1990PLC054825

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Website: https://shradhatechnologies.com/, Phone No.: 0712-6617181/82

	For Physical shareholders and other than individual shareholders holding					
	shares in Demat.					
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department					
	(Applicable for both demat shareholders as well as physical shareholders)					
	<ul> <li>Shareholders who have not updated their PAN with the</li> </ul>					
	Company/Depository Participant are requested to use the sequence					
	number sent by Company/RTA or contact Company/RTA.					
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as					
Bank Details	recorded in your demat account or in the company records in order to login.					
OR Date of						
Birth (DOB)	<ul> <li>If both the details are not recorded with the depository or company,</li> </ul>					
	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 Industries 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.

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- (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 <a href="www.evotingindia.com">www.evotingindia.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
- 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
- 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;
  shradhaindustrieslimited1@gmail.com, 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 EOGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

a. The procedure for attending meeting & e-Voting on the day of the EOGM is same as the instructions mentioned above for Remote e-voting.

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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 EOGM 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 EOGM. d. If any Votes are cast by the members through the e-voting available during the EOGM and if the

- d. If any Votes are cast by the members through the e-voting available during the EOGM 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 EOGM. However, they will not be eligible to vote at the EOGM.

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

- 1. Member will be provided with a facility to attend the EOGM through VC/OAVM or view the live webcast of EOGM 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 shradhaindustrieslimited1@gmail.com
- 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. Monday, 30th October 2023 sending may obtain the login ID and password by an email to shradhaindustrieslimited1@gmail.com or pravin.cm@skylinerta.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 EOGM. 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 EOGM.

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(a)Since EOGM 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 EOGM, are requested to write /send email to the Company at least seven days in advance at shradhaindustrieslimited1@gmail.com. The same will be replied by the Company suitably.

(b) Members who will participate in the EOGM 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 EOGM date.

V. Members who would like to express their views or ask questions during the EOGM 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 shradhaindustrieslimited1@gmail.com before Monday, 30th October 2023 (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 EOGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.

VI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.shradhhaindustries.com 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 Metropolitan Stock Exchange of India Limited where the shares of the Company are listed.

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## EXPLANATORY STATEMENT Pursuant to Section 102(1) of the Companies Act, 2013:

#### ITEM NO. 1:

### To appoint Mr. Vineet Ladhania (DIN: 08113413) as an Independent Director of the Company:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee of the Board, at its meeting held on 13<sup>th</sup> October, 2023, has appointed, Mr. Vineet Ladhania (DIN: 08113413), as an Additional Director [Category: Non-executive, Independent] of the Company, effective 13<sup>th</sup> October 2023. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") Mr. Vineet Ladhania was appointed as an Additional (Independent) Director on the Board w.e.f. 13<sup>th</sup> October 2023, subject to approval of the Shareholders as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member of the Company, proposing his candidature for the office of a Director of the Company.

Mr. Vineet Ladhania has submitted his consent to act as a Director of the Company. The Company has also received self-declarations from to the effect:

i. that he was or is not disqualified from being appointed as a Director of the Company in terms of the provisions of Section 164 of the Act.

ii. that he was or is not debarred from holding the office of a director pursuant to any order of the SEBI or such other authority in terms of the SEBI's Circular No. LIST/COMP/14/2018-19 dated 20 June, 2018 on the subject "Enforcement of SEBI Orders regarding appointment of Directors by listed Companies".

iii. that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 (1) (b) of the Listing Regulations.

In the opinion of Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Vineet Ladhani, fulfils the conditions specified in the Act and Listing Regulations, for appointment as a Director and also, as an Independent Director of the Company. Mr. Vineet Ladhania is independent of the Management and Promoters of the Company. As such, it is proposed to appoint Mr. Vineet Ladhania as a Director of the Company, and also, as an Independent Director of the Company, not liable to retire by rotation, to hold the office for a fixed first term of Two (02) consecutive years, i.e. from 13th October, 2023 up to 12<sup>th</sup> October, 2025. A Brief profile of Mr. Vineet Ladhania, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees etc., required to be given pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking appointment / re-appointment at the Extra Ordinary General Meeting, has been given in the annex to this Notice. The terms and conditions of his appointment (draft appointment letter) shall be open for inspection by the Members of the Company, at the Registered Office of the Company during the normal business hours on any working day till the date of General Meeting of the Company.

Being appointee, Mr. Vineet Ladhania, may be deemed to be interested or concerned in the Resolution set out at Item No. 1 of the Notice with regard to his appointment. Except Mr. Vineet Ladhania none of the

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other Director/s, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, either financially or otherwise, in this Resolution. Keeping in view the vast experience and knowledge of Mr. Vineet Ladhania the Board of Directors of the Company, recommends the Special Resolution at Item No. 1 of the Notice for approval of the Members in the interest of the Company

## ITEM NO. 2: To appoint Mr. Ajay Kumar Gandhi (DIN: 09516767) as an Independent Director of the Company

The Board of Directors at its meeting held on 07<sup>th</sup> November 2023 had appointed Mr. Ajay Kumar Gandhi (DIN: 09516767) as an Additional Director of the Company.

Further, the Members of the Company at an Extra Ordinary General Meeting held on 22<sup>nd</sup> December 2022 had appointed Mr. Ajay Kumar Gandhi [Category: Non-executive, Independent] as an Independent Director to hold office for a term of one year. Accordingly, the tenure of Mr. Ajay Kumar Gandhi, as an Independent Director is due for expire on 06<sup>th</sup> November 2023.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Nomination and Remuneration Committee, at its meeting held on 13<sup>th</sup> October 2023 after taking into account the performance evaluation of Mr. Ajay Kumar Gandhi during his first term of one year and considering his knowledge, acumen, expertise, experience and substantial contribution has recommended to the Board his reappointment for a fixed second term of consecutive One (01) year, i. e from the conclusion of 07<sup>th</sup> November 2023 up to 06<sup>th</sup> November, 2024. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13th October 2023 has approved and recommended the proposal for reappointment of Mr. Ajay Kumar Gandhi as an Independent Director for a fixed second term of consecutive One (01) year, i. e from the conclusion of 07<sup>th</sup> November 2023 up to 06<sup>th</sup> November, 2024.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Ajay Kumar Gandhi, the Shareholders are requested to approve the re-appointment of Mr. Ajay Kumar Gandhi as an Independent Directors [Category: Non-executive, Independent] for a fixed second term of consecutive One (01) year, i. e from the conclusion of 07th November 2023 up to 06th November, 2024.

Mr. Ajay Kumar Gandhi has given requisite declaration pursuant to Section 149 (7) of the Act to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing his candidature for the office of Director.

In the opinion of the Board and based on its evaluation, Mr. Ajay Kumar Gandhi proposed to be reappointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

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A Brief profile of Mr. Ajay Kumar Gandhi, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships / chairmanships of Board Committees etc., required to be given pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking re-appointment at the Extra Ordinary General Meeting, has been given in the annex to this Notice.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

Except, Mr. Ajay Kumar Gandhi and their respective relatives, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution except to the extent of rights attached to their shareholdings, if any.

# ITEM NO. 3: To Re-appoint Ms. Anjana Tolani (DIN: 09794298) as an Independent Director of the Company

The Board of Directors at its meeting held on 18<sup>th</sup> November 2023 had appointed Ms. Anjana Tolani (DIN: 09794298) as an Additional Director of the Company.

Further, the Members of the Company at an Extra Ordinary General Meeting held on 22<sup>nd</sup> December 2022 had appointed Ms. Anjana Tolani [Category: Non-executive, Independent] as an Independent Director to hold office for a term of one year. Accordingly, the tenure of Ms. Anjana Tolani, as an Independent Director is due for expire on 17<sup>th</sup> November 2023.

In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Nomination and Remuneration Committee, at its meeting held on 13th October 2023 after taking into account the performance evaluation of Ms. Anjana Tolani during her first term of one year and considering her knowledge, acumen, expertise, experience and substantial contribution has recommended to the Board her reappointment for a fixed second term of consecutive One (01) year, i. e from the conclusion of 18th November 2023 up to 17th November, 2024. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 13th October 2023 has approved and recommended the proposal for reappointment of Ms. Anjana Tolani as an Independent Director [Category: Non-executive, Independent] for a fixed second term of consecutive One (01) year, i. e from the conclusion of 18th November 2023 up to 17th November, 2024.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance Ms. Anjana Tolani, the Shareholders are requested to approve the re-appointment of Ms. Anjana Tolani as an Independent Directors for a fixed second term of consecutive One (01) year, i. e from the conclusion of 18th November 2023 up to 17th November, 2024.

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Ms. Anjana Tolani has given requisite declaration pursuant to Section 149 (7) of the Act to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from member, proposing her candidature for the office of Director.

In the opinion of the Board and based on its evaluation, Ms. Anjana Tolani proposed to be re-appointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

A Brief profile of Ms. Anjana Tolani, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships / chairmanships of Board Committees etc., required to be given pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 in respect of Directors seeking re-appointment at the Extra Ordinary General Meeting, has been given in the annex to this Notice.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 3 of the notice.

Except Ms. Anjana Tolani, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board of Directors,
For SHRADHA INDUSTRIES LIMITED

**Sd/- Harsha Bandhekar**Company Secretary & Compliance Officer

Date: 13/10/2023 Place: Nagpur

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### ANNEXURE TO ITEM NO. 1, 2, and 3:

### PROFILE OF DIRECTOR

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

Name of the Director	Mr. Vineet Ladhania	Mr. Ajay Kumar Gandhi	Ms. Anjana Tolani
DIN (Director Identification Number)	08113413	09516767	09794298
Date of Birth	10/12/1975	29/03/1962	18/04/1991
Date of Appointment as Director	13 <sup>th</sup> October 2023	07 <sup>th</sup> November 2022	18 <sup>th</sup> November 2022
Nationality	Indian	Indian	Indian
Qualifications	B.Com., Chartered Accountant Master's degree in Business Administration	Graduate	B.Com., Chartered Accountant
Brief Profile	Mr. Vineet Ladhania aged about 47 years holding is a qualified professional, Chartered Accountant and MBA from Steinbeis University Germany, having more than 21 years of business experience in the fields of Finance, Operation, Business Strategy and Start-up advisory.	Mr. Ajay Gandhi aged about 61 years holding Bachelor's degree in Commerce from Hislop College, Nagpur and has good experience in civil construction work. He also has the knowledge of managing the operations of the company in an effective manner	Ms. Anjana Tolani aged about 32 years is a qualified professional, having degree of Chartered Accountant from the Institute of Chartered Accountant of India (ICAI). She is having an experience of more than 9 years in the field of Auditing And Financial Consultation in renowned Organizations.
Expertise in Specific Functional Area	Expertise in in the areas of Planning, Budgeting & Forecasting and Financial Consolidation.	Expertise in civil construction work	Expertise in Auditing And Financial Consultation
Number of Shares held in the	NIL	800	NIL
Company		(0.00%)	
List of the Directorship held in other Listed other companies	NIL	NIL	NIL
Chairman / Member in the Committees of Board of other	NIL	NIL	NIL

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Companies in which he/she is			
the Director			
Disclosure of relationship	Not related to any	Not related to any	Not related to any Director,
between directors (inter-se)	Director, Manager or any	Director, Manager or any	Manager or any Key
	Key Managerial	Key Managerial	Managerial Personnel of
	Personnel of the	Personnel of the	the Company.
	Company.	Company.	