

# SHRADHA AI TECHNOLOGIES LIMITED

(Formerly known as Shradha Industries Limited)

CIN: L51227MH1990PLC054825

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

Email id: shradhaindustriestlimited1@gmail.com,

Website: <https://shradhaitechnologies.com/>, Phone No.: 0712-6617181/82

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Date: 20<sup>th</sup> August 2024

To,  
**The Manager - Listing Department,**  
**Metropolitan Stock Exchange of India Limited**  
205(A), 2nd floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road, Kurla (West), Mumbai  
– 400070.

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Sub: Disclosures under Regulation 10 (6) of SEBI (SAST) Regulations, 2011 received from Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) pursuant to the Scheme of Arrangement (Demerger) between SGR Infratech Private Limited (“Demerged Company”) “Promoter Group” of the Company) (Formerly known as SGR Infratech Limited) and Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”)**

Dear Sir/Madam,

In furtherance to our earlier communication dated 16<sup>th</sup> August 2024 related to intimation of the receipt of Disclosure pursuant to Regulation 29 (1) of SEBI (SAST) Regulations, 2011 from Vibrant Infotech (Nagpur) Private Limited; we have received the following subsequent disclosures from the acquirer i.e. Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) being new promoter Group of the Company:

-Disclosure pursuant to Regulation 10 (6) of SEBI (SAST) Regulations, 2011 from Vibrant Infotech (Nagpur) Private Limited;

The aforesaid disclosures as received are enclosed with this letter for your records.

Kindly take the above information on your records

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

**Sunil Raison**  
**Managing Director**  
(DIN: 00162965)

# VIBRANT INFOTECH (NAGPUR) PRIVATE LIMITED

(Formerly Known as Riaan Eduventures Private Limited)

CIN: U62013MH2017PTC295972

**Registered Office Address:** Block No. 3R, 3rd Floor, Usha Complex, 345, Kingsway, Nagpur-440001, Maharashtra India.

**Email-id:**riaaneduventures@gmail.com, **Telephone No.:**+91-9657724055

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**Date: Tuesday, 20<sup>th</sup> August, 2024**

**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

**To,**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400001

**Sub: Disclosure under Regulation 10(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in respect of acquisition made pursuant to exemption provided for Reg. 10(1)(d)(iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 .**

With reference to Regulation 10(6) of SEBI (SAST) Regulations, 2011, please find enclosed herewith report in connection with acquisition of shares of Shradha AI Technologies Limited (“Target Company”) by Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) pursuant to the Scheme of Arrangement (Demerger) approved by the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai between SGR Infratech Private Limited (“Demerged Company” & “Promoter Group” of the Company) (Formerly known as SGR Infratech Limited) and Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”). This acquisition is exempted by way of demerger exempted under Reg. 10(1)(d)(iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,

**For Vibrant Infotech (Nagpur) Private Limited**

(Formerly Known as Riaan Eduventures Private Limited)

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by Sophia  
**Abdulla** Abdulla Ansari  
**Ansari** Date: 2024.08.20  
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**Sophia Abdulla Ansari**

**Director**

**DIN: 08517501**

**CC:**

To,

Ms. Harsha Bandhekar

Company Secretary

SHRADHA AI TECHNOLOGIES LIMITED

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## Disclosures under Regulation 10(6) —Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Shradha AI Technologies Limited (Target Company)
2.	Name of the acquirer(s)	<b>Acquirer:</b> Vibrant Infotech (Nagpur) Private Limited
3.	Name of the stock exchange where shares of the TC are listed	- Metropolitan Stock Exchange of India Limited (MSE)  - BSE
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<b>Annexure -A</b>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(d)(iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 states as follows:-  10. (1) The following acquisitions shall be exempt from the obligation to make an open offer under regulation 3 and regulation 4 subject to fulfillment of the conditions stipulated therefor,—  (d) acquisition pursuant to a scheme,— (i)..... (ii)..... (iii) of arrangement not directly involving the target company as a transferor company or as a transferee company, or reconstruction not involving the target company's undertaking, including amalgamation, merger or demerger, pursuant to an order of a court 40[or a tribunal] or [***]41 under any law or regulation, Indian or foreign, subject to,— (A) the component of cash and cash equivalents in the consideration paid being less than twenty-five per cent of the consideration paid under the scheme; and (B) where after implementation of the scheme of arrangement, persons directly or indirectly holding at least thirty-three per cent of the voting rights in the combined entity are the same as the persons who held the entire voting rights before the implementation of the scheme
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under The regulations. - date of filing with the stock exchange.	Not Applicable

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7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
	a. Name of the transferor / seller	Not Applicable			
	b. Date of acquisition				
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above				
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC				
	e. Price at which shares are proposed to be acquired / actually acquired				
8.	Shareholding details	Pre-Transaction	Post-Transaction		
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a Each Acquirer /Transferee (*)	Refer Annexure-B			
	b Each Seller/Transferor	Not Applicable			

We hereby declared that all the conditions as specified under Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 have been complied with.

*Note: The necessary documents for Credit of Shares has already been submitted to the NSDL / CDSL /authorities, however the process of Transfer of Shares from demerged Company is under process. The same shall be intimated to the requisite Exchanges once the transfer of shares from demerged Company is completed in the demat account of the Resulting Company.*

## For Vibrant Infotech (Nagpur) Private Limited

(Formerly Known as Riaan Eduventures Private Limited)

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by Sophia  
Abdulla Ansari  
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**Sophia Abdulla Ansari**

**Director**

**DIN: 08517501**

Encl: A/a

**Date: 20.08.2024**

**Place: Nagpur**

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## “Annexure A”

### Details of the transaction including rationale, if any, for the transfer/ acquisition of shares

The Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai has approved the Scheme of Demerger involving SGR Infratech Private Limited (“Demerged Company”/ “Promoter Group” of the Company) (Formerly known as SGR Infratech Limited) and Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) and their respective shareholders and creditors under Section 233 and other applicable provisions of the Companies Act 2013. The Scheme has been approved vide order dated 05<sup>th</sup> August 2024.

As consideration for the demerger all the shareholders of SGR Infratech Private Limited (“Demerged Company”/ “Promoter Group” of the Company) have been allotted shares of Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”). As a consideration for the scheme of Demerger, Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) issued and allotted 1 equity shares of Rs 10/- (Ten) each to the shareholders of SGR Infratech Private Limited (“Demerged Company”/ “Promoter Group” of the Company) for every 10 (Ten) Equity Shares of face value of Rs 1/- each held by them in the SGR Infratech Private Limited (“Demerged Company”/ “Promoter Group” of the Company). Therefore 194000 equity shares of Rs.10/- (Ten) each have been allotted to the shareholders of SGR Infratech Private Limited (“Demerged Company”/ “Promoter Group” of the Company) by Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”).

The rationale for the Scheme of Arrangement is set out in Part -1 of the Scheme and the same is reproduced below:

- 1. The rationale for the Scheme of Arrangement is that; it is proposed to demerge the Demerged Undertaking (Trading Division) of SGR Infratech Private Limited into Vibrant Infotech (Nagpur) Private Limited. Each of the business carried on by the Demerged Company have significant growth and potentiality. However, each of the business has different operating requirements including risk, competition necessitating consolidated management approach in a unified entity. The objective and business of the resulting company and demerged undertaking will be complimentary in nature. It is in the best interest of shareholders as they would continue to play a part in the Resulting Company.*
- 2. In view of the aforesaid as well as pursuant to strategic review of Resulting Company and Demerged Company’s activities, resources and future business plans, the Board of Directors of the Companies have considered and proposed this Scheme of Arrangement to demerge the Demerged Undertaking (Trading Division) of SGR Infratech Private Limited into Vibrant Infotech (Nagpur) Private Limited. This Demerger shall benefit the stakeholders of the said companies.*

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## Annexure – B

- (1) Post coming into effect the scheme there is no change in shareholding pattern and paid up capital of the Shradha AI Technologies Ltd. (“Target Company”) except Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”) is replacing SGR Infratech Private Limited as a (“Demerged Company/ Promoter Group”) in the shareholding pattern of the Company. As per the Order issued in respect of said scheme of Demerger the securities held in the name of SGR Infratech Private Limited (“Demerged Company/Promoter Group”) in the Company shall transfer / vest in the name of Vibrant Infotech (Nagpur) Private Limited (“Resulting Company”).

Sr. No.	Name(s) of the person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/ Promoter group	Pre-Effectiveness of the Scheme		Post- effectiveness of the Scheme	
			No. of Shares	%	No. of Shares	%
1	Sunil Raisoni	Promoter	6866856	28.16	6866856	28.16
2	Shobha Raisoni	Promoter	1662080	6.82	1662080	6.82
3	Mahendra Raisoni	Promoter	12000	0.05	12000	0.05
4	Shreyas Sunil Raisoni	Promoter group	400030	1.64	400030	1.64
5	Pritam Avinash Raisoni	Promoter group	100040	0.41	100040	0.41
6	Rajul Pritam Raisoni	Promoter group	100040	0.41	100040	0.41
7	Riaan Ventures Private Limited	Promoter group	1060360	4.35	1060360	4.35
8	<b>SGR Infratech Limited*</b> <i>[ Demerged Company]</i>	Promoter group	1928640	7.91	0	0
9	SGR Holdings Pvt Ltd	Promoter group	989822	4.06	989822	4.06
10	Namastay Hospitality Private Limited	Promoter group	294	0.00	294	0.00
11	Riaan Diagnostic Private Limited	Promoter group	1920800	7.88	1920800	7.88
12	Zenith Commotrade Private Limited	Promoter group	1156926	4.75	1156926	4.75
13	Femina Infrastructures Private Limited	Promoter group	2005156	8.22	2005156	8.22
14	<b>Vibrant Infotech (Nagpur) Private Limited*</b> <i>[Resulting Company]</i>	Promoter group	0	0	1928640	7.91
<b>Total</b>			<b>18203044</b>	<b>74.66</b>	<b>18203044</b>	<b>74.66</b>

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2) There is no Change in the Shareholding of the Shareholders of SGR Infratech Private Limited (SIPL) (“Demerged Company”/“Promoter Group” of the Company) and Vibrant Infotech (Nagpur) Private Limited (VNIPL) (“Resulting Company”) pre-effectiveness of the Scheme and post- effectiveness of the scheme has been demonstrated as under:

Name of Shareholders	SGR Infratech Private Limited (SIPL)				Vibrant Infotech (Nagpur) Private Limited (VINPL)			
	Pre De-Merger	In %	Post De-Merger	In %	Pre De-Merger	In %	Post - Demerger	In %
Mr. S. G. Raisoni	9,69,499	49.97	9,69,499	49.97	24,984	49.97	1,21,934	49.97
SGR Holding Private Limited	9,41,000	48.51	9,41,000	48.51	24,255	48.66	1,18,355	48.51
Mrs. Shobha. S. Raisoni	26,500	1.37	26,500	1.37	685	1.37	3,335	1.37
Mrs. L. N. Tatiya	1,000	0.05	1,000	0.05	25	0.05	125	0.05
Mrs. Shruti Dhadda	1,000	0.05	1,000	0.05	25	0.05	125	0.05
Mrs. Shradha Surana	1,000	0.05	1,000	0.05	26	0.05	126	0.05
Master Riaan Surana (Minor)	1	0.00	1	0.00	-	-	-	-
<b>Total</b>	<b>19,40,000</b>	<b>100</b>	<b>19,40,000</b>	<b>100</b>	<b>50,000</b>	<b>100</b>	<b>2,44,000</b>	<b>100</b>

3. As can be seen from above table, since the Companies [Demerged Company/ Resulting Company] which are part of the Scheme of Arrangement are owned and controlled by same set of shareholders, there shall be no impact or no change on the economic or ultimate beneficial interest of the equity ownership of the Companies, pre and post the implementation of the Scheme of Arrangement.

Post effectiveness of the Scheme of Arrangement, the shareholders of SGR Infratech Private Limited (SIPL) (“Demerged Company” /“Promoter Group” of the Company) who held the entire voting rights of SGR Infratech Private Limited (SIPL) (“Demerged Company” /“Promoter Group” of the Company) hold at least 33% of the voting rights in Vibrant Infotech (Nagpur) Private Limited (VNIPL) (“Resulting Company”), thereby fulfilling the condition under sub-clause (B) of Regulation 10(1)(d)(iii) of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011.

**On behalf of Promoters, Promoter Group and PAC**

**For Vibrant Infotech (Nagpur) Private Limited**

(Formerly Known as Riaan Eduventures Private Limited)

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**Sophia Abdulla Ansari**

**Director**

**DIN: 08517501**