

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 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting (AGM) of the members of SHRADHA PROJECTS LIMITED ("the Company") will be held on Monday, the 5th day of August, 2024 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 Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2024 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 and the Audited Annual Financial Statement (**Standalone & Consolidated**) for the financial year ended 31st March, 2024 along with the Auditors' Report thereon are hereby considered, approved and adopted."

- 2. To appoint a director in place of Shri Shailesh Khaitan (DIN: 00041247) 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 Board be and is hereby accorded for re-appointment of Shri Shailesh Khaitan (DIN: 00041247), Director, who shall retire by rotation at the ensuing Annual General Meeting and be re-appointed as Director of the company."

- 3. Ratification of appointment of Statutory Auditors**

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

"RESOLVED THAT pursuant to section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014, appointment of M/s VASUDEO & ASSOCIATES, Chartered Accountant (FRN 319299E) made by the Board of Directors in their meeting held on 10.05.2024 to conduct Audit for the financial year 2023-2024 be and is hereby ratified."

- 4. Re-Appointment of M/s VASUDEO & ASSOCIATES, Chartered Accountant (FRN 319299E) as Statutory Auditor of the company for 2 years i.e. till the conclusion of the Annual General Meeting to be held in 2026**

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

"RESOLVED THAT pursuant to section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s VASUDEO &

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ASSOCIATES, Chartered Accountant (FRN 319299E) are hereby re-appointed as Statutory Auditor of the company for 2 years i.e. from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in 2026 at a remuneration to be decided by the Board of Directors."

"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."

SPECIAL BUSINESS

5. **To re-appoint Ms. Suman Chakraborty (DIN: 07533138), as an Independent Director of the company for further period of five (5) years w.e.f 01.12.2024 to 30.11.2029.**

Therefore, the shareholders are requested to consider and if thought fit, to pass with or without modifications the following resolution as a 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, Ms. Suman Chakraborty (DIN: 07533138), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from December 1, 2019 upto November 30, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under

Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company with effect from December 1, 2024 upto November 30, 2029 (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."

By Order of the Board

Place: Kolkata

Date: 11.07.2024

Satish Kumar Thakur
(Company Secretary & Compliance Officer)

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NOTES:

1. Member 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 member 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 sign 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 30th July, 2024 to 5th August, 2024 (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 2023-2024 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 economy, copies of the Annual Report will not be distributed at the meeting. Members, who hold shares in dematerialised 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.

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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, 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 33rd 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 33rd AGM and the Annual Report 2024 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. Khailash Khaitan	Ms. Suman Chakraborty
DIN	00041007	07533138
Age	68 years	46 years
Qualification	B.com (H)	B.Com
Experience	40 Years	
Expertise in specific functional Area	Industrialist	Accounts and Finance
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.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March 2024	Nil	
Date of first appointment on the Board	03.08.2001	30.11.2019
Relationship with other	Nil	Nil

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Directors / KMP		
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2024	Khaitan Chemicals and Fertilizers Ltd.	Nil
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Number of Equity Shares held in the Company as on 31.03.2024	12,95,050	Nil

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

The remote e-voting period begins on Friday 2nd August, 2024 at 09:00 A.M. and ends on Sunday, 4th August, 2024 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. Monday, 29th July, 2024, may cast their vote electronically. The voting 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 29th July, 2024.

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	1. 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

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<p>securities in demat mode with NSDL.</p>	<p>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.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">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; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p>

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	<p>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.</p> <p>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.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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.</p>
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

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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 22 55 33
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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 :

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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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

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'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) 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:

a) 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.

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) 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.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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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 rohitsinghi.rs@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 Ms. Pallavi Mhatre, Senior Manager, NSDL at 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
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.

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By Order of the Board

Place: Kolkata

Date: 11.07.2024

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 and 5 of the accompanying Notice dated 11.07.2024:

Item No.3

M/s Ranjit Jain & Co. Chartered Accountants (FRN: 322505E) Auditors of the Company resigned on 10.05.2024 due to lapse of PEER REVIEW Certificate which is mandatory for an audit of a Listed Company.

The Board of Directors of the company at the meeting held on 10.05.2024 appointed M/s. Vasudeo & Associates, Chartered Accountants, Kolkata, having FRN: 319299E, to fill the casual vacancy and to conduct Audit for the financial year 2023-2024. Pursuant to Section 139(8) of the Companies Act, 2013 appointment of Auditors to fill up casual vacancy caused by resignation should be approved by the shareholders within three months. Therefore, is the Resolution. The Board recommend the Resolution in the interest of the Company.

None of the Directors, Key Managerial Personnel or their relative is interested in the Resolution”.

Item No.4

M/s. Vasudeo & Associates, Chartered Accountants, Kolkata, having FRN: 319299E who was appointed by the Board in their meeting held on 10.05.2024 and proposed to be ratified in the ensuing AGM.

The Board of Directors of the Company at its meeting held on 26.06.2024 has recommended for the re-appointment of M/s. Vasudeo & Associates, Chartered Accountants, (FRN.: 319299E) to conduct Audit for the financial year 2024-2025 and 2025-2026. Re-Appointment shall be done at the AGM with the consent of the members.

None of the Directors, Key Managerial Personnel or their relative is interested in the Resolution”.

Item No. 5

Ms. Suman Chakraborty (DIN: 07533138) was appointed as an Independent Director of the company pursuant to the Companies Act, 2013 read with the corresponding Rules made thereunder and SEBI (LODR), 2015 w.e.f 30.11.2019, whose first term of five (5) years will be expiring on 30.11.2024. Based on the recommendation of Nomination and Remuneration Committee, the board had re-appointed Ms. Suman Chakraborty (DIN: 07533138) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five (5) years i.e., from 01.12.2024 to 30.11.2029 (both days inclusive), subject to approval of members.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each.

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

In this regard the Company has received request in writing from a member of the company proposing Ms. Suman Chakraborty's candidature for the office of Director of the Company. The profile and specific areas of expertise of Ms. Suman Chakraborty are provided as Annexure to this Notice.

Ms. Suman Chakraborty has given her declaration to the Board, inter alia, confirming that (i) she meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence. She has also given her consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules.

In the opinion of the Board, Ms. Suman Chakraborty is a person of integrity, possesses relevant expertise /experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management. The Board feels that presence of Ms. Suman Chakraborty on the Board is desirable and would be beneficial to the company and hence recommend the re-appointment of Ms. Suman Chakraborty as an Independent Director as set out at item no. 5 of the accompanying Notice approval by the members.

Except for Ms. Suman Chakraborty 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.

By Order of the Board

Place: Kolkata

Date: 11.07.2024

Satish Kumar Thakur
(Company Secretary & Compliance Officer)

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

Name	Mr. Khailash Khaitan	Ms. Suman Chakraborty
DIN	00041007	07533138
Age	68 years	46 years
Qualification	B.com (H)	B.Com
Experience	40 Years	
Expertise in specific functional Area	Industrialist	Accounts and Finance
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.
Remuneration Last drawn (including sitting fee, if any) as per last audited Balance sheet as on 31st March 2024	Nil	
Date of first appointment on the Board	03.08.2001	30.11.2019
Relationship with other Directors / KMP	Nil	Nil
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2024	Khaitan Chemicals and Fertilizers Ltd.	Nil
Membership / Chairmanship of the Committee of the Board of Directors of other Companies in which he/she is a Director	Nil	Nil
Number of Equity Shares held in the Company as on 31.03.2024	12,95,050	Nil

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ANNEXURE TO THE NOTICE FOR THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 5th DAY OF AUGUST 2024

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 5th day of August, 2024 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
129096		

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

Remote e-Voting start on	Remote e-Voting end on
2nd August, 2024 at 9:00 A.M. (IST)	4th August, 2024 at 5:00 P.M. (IST)

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

Place: Kolkata
Date: 11.07.2024

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 33rd 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 5th Day of August, 2024.

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 pole) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, 5th August, 2024 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	<u>Vote (Optional)</u>	
		<u>For</u>	<u>Against</u>
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, 2024 together with the Reports of the Auditors and the Board of Directors thereon.		
2.	To appoint a director in place of Shri Shailesh Khaitan (DIN: 0004147), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Ratification of appointment of Statutory Auditors		
4.	Re-Appointment of M/s VASUDEO & ASSOCIATES, Chartered Accountant (FRN 319299E) as Statutory Auditor of the company for 2 years i.e. till the conclusion of the Annual General Meeting to be held in 2026		
SPECIAL RESOLUTION			
5.	To re-appoint Ms. Suman Chakraborty (DIN:) as an Independent Director of the company w.e.f. 01.12.2024 to 30.11.2029		

Signed this Day of 2024.

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.

