

SHRADHA PROJECTS LIMITED

CIN: L27109WB1992PLC054108

REGISTERED OFFICE: 46C, RAFI AHMED KIDWAI ROAD, 3RD FLOOR, KOLKATA - 700 016

Ph no. 033-2217-4781/4782, Fax no. 033-2217-4778

Email: ho@khaitanpaper.com

Website: www.shradhaprojects.com

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the members of Shradha Projects Limited ("the Company") will be held on Monday the 29th day of September 2020 at 10.00 A.M. at its Registered office, 46C, Rafi Ahmed Kidwai Road, 3rd Floor, Kolkata-700016 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited Annual Financial Statement (Standalone & Consolidated) of the Company for the financial year ended 31st March, 2020 together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Shailesh Khaitan (DIN 00041247) who retires by rotation and, being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **TO REAPPOINT VIKRAM GUPTA (DIN 07258574) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS, NOT LIABLE TO RETIRE BY ROTATION:**

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, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, approval of the members be and is hereby accorded for re-appointment of VIKRAM GUPTA (DIN 07258574) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years with effect from 11th August, 2020 to 10th August, 2025 not liable to retire by rotation."

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC, Kolkata and do all such acts and execute and sign all documents, papers, forms etc as may be required to give effect to the said resolution and also do the necessary intimation to respective stock exchanges and other regulatory authorities."

4. **TO REAPPOINT BINOD KUMAR KESAN (DIN 00038489) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A SECOND TERM OF 5 YEARS, NOT LIABLE TO RETIRE BY ROTATION:**

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, approval of the members be and is hereby accorded for re-appointment of BINOD KUMAR KESAN (DIN 00038489) as an Independent Director of the Company, not liable to retire by rotation, for his second term of five consecutive years with effect from 11th August, 2020 upto 10th August, 2025.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC, Kolkata and do all such acts and execute and sign all documents, papers, forms etc as may be required to give effect to the said resolution and also do the necessary intimation to respective stock exchanges and other regulatory authorities.”

5. APPOINTMENT OF MRS. SUMAN CHAKRABORTY (DIN: 07533138) AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of section 149,152 & 161 and any other applicable provisions of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and in accordance with listing agreement, Mrs. Suman Chakraborty (DIN: 07533138) appointed as Additional Director of the Company by the Board of Directors w.e.f 30.11.2019 and who holds office up to the date of Annual General Meeting and being eligible, offers herself for appointment and in respect of whom the company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Suman Chakraborty for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years for a term upto 30.11.2024, not liable to retire by rotation.”

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and are hereby severally authorized to file necessary forms with ROC, Kolkata and do all such acts and execute and sign all documents, papers, forms etc as may be required to give effect to the said resolution and also do the necessary intimation to respective stock exchanges and other regulatory authorities.”

NOTES:

1. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 is attached herewith.
2. 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)

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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.

3. 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.
4. 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.
5. Pursuant to the provisions of Section 91 of Companies Act, 2013 and rules thereon read with Regulation 42(5) of SEBI (LODR) Regulations, 2015 the Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive)**.
6. In compliance with the MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of, physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM indicating the process and manner of Electronic Voting are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at www.shradhaprojects.com. The Notice can also be accessed from the websites of the Stock Exchanges where the shares are listed and traded, viz www.cse-india.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company i.e. Niche Technologies Pvt Ltd. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. 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

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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.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.occl.co.in. Members holding shares in physical form may email the same to Company's RTA, Niche Technologies Pvt Ltd at nichetechpl@nichetechpl.com. Members holding shares in electronic form may submit the same to their respective depository participant.
10. 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.
11. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, transfer of securities would be carried out in dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. However Members can continue to hold shares in physical form. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s Niche Technologies Pvt Ltd, for assistance in this regard.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of PAN and bank account details for all members holding share in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Secretarial Department of the Company through email at ho@khaitanpaper.com or to Company's RTA, M/s. Niche Technologies Pvt Ltd through email at nichetechpl@nichetechpl.com. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole/ first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
13. As per Regulation 40(7) of the SEBI (LODR) Regulations, 2015, as amended, read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax Permanent Account Number (PAN) Card. In case of transmission of shares held in physical mode, it is mandatory to furnish a self-attested copy of the PAN Card of the legal heir(s) / Nominee(s).
14. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

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15. Members are requested to quote their Folio numbers / DP Id and Client Id in all communication / correspondence with the Company or its RTA.
16. 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.
17. 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.
18. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, Niche Technologies Pvt Ltd, at the address mentioned below:

NICHE TECHNOLOGIES PRIVATE LIMITED

7th Floor, Room No. 7A & 7B,

3A, Auckland Place, Kolkata 700 017

19. 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:
 - A. Mr. Shailesh Khaitan (DIN : 00041247)

Date of Birth	26.12.1955
Nationality	Indian
Designation	Promoter
Qualification	B. Com
Expertise	He has got extensive experience in investment and finance for more than 25 years.
Date of Appointment	03.08.2001
Shares held in the Company	11,78,150
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2015	Khaitan Chemicals and Fertilizers Ltd. Tribhuvan Properties Limited
Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2020	NIL

- B) Mr. Binod Kumar Kesan (DIN 00038489)

Date of Birth	19.01.1958
Nationality	Indian
Designation	Director
Qualification	B.Com
Expertise	Accounts & Finance
Date of Appointment	25.09.2015
Shares held in the Company	NIL

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Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2015	Tribhuvan properties Ltd.
Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2020	NIL

C) Mr. Vikram Gupta (07258574)

Date of Birth	18.12.1981
Nationality	Indian
Designation	Independent Director
Qualification	B.Com
Expertise	Accounts & Finance
Date of Appointment	25.09.2015
Shares held in the Company	NIL
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2015	NIL
Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2020	NIL

D) Mrs. Suman Chakraborty (DIN: 07533138)

Date of Birth	03.01.1978
Nationality	Indian
Designation	Independent Director
Qualification	B.Com
Expertise	Accounts & Finance
Date of Appointment	30.11.2019
Shares held in the Company	NIL
Directorship in Other Public Limited Companies apart from this Companies as on 31.03.2020	NIL
Chairman/Member of the committees in which he is a Director apart from this Company as on 31st March, 2020	NIL

THE PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS ARE AS UNDER:

20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, , Secretarial Standards- 2 (SS-2) on General Meetings issued by the Institute of Company Secretaries Of India and Regulation 44 of SEBI (LODR)

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Regulations 2015, as well as the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Company is pleased to provide its' members with the facility to exercise their right to vote on resolutions proposed to be considered at the Twenty Ninth AGM by electronic means and the business may be transacted through e-Voting Services on all resolutions set forth in this notice. For the said purpose, the Board of Directors of the Company has engaged the services of National Securities Depository Limited (NSDL).

21. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date, i.e. Tuesday, 22nd day of September, 2020. Only those Members whose names are recorded in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
22. The remote e-voting period commences on **Saturday, the 26th day of September, 2020 (9.00.A.M. IST) and ends on Monday, the 28th day of September, 2020 (5.00 P.M. IST)**, after which remote e-voting will be blocked by NSDL. During this period members of the Company, holding shares as on the **cut-off date i.e Tuesday, 22nd day of September, 2020**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently or cast the vote again.
23. The facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM but shall not be entitled to cast their vote again.
24. The details of the procedure and instructions for e-voting/joining the Twenty Ninth AGM, as applicable are as follows:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 to Log-in to NSDL e-Voting system are mentioned below :

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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

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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. Your password details 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 '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 contain your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered with the Depository, please follow steps mentioned below in notice 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.nsd.com
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available

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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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click 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.

Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below :

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Shradha Projects Limited
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

PROCEDURE FOR E-VOTING ON THE DAY OF AGM :

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members / shareholders, who will be present in the AGM and have not casted 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 in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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GENERAL INFORMATION FOR SHAREHOLDERS

25. 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.
26. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager/ Ms. Pallavi Mhatre, Manager of NSDL at Telephone Nos.: (022) 24994360 / (022) 24994545 or at e-mail id: evoting@nsdl.co.in or at NSDL, ‘Trade World’, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013. For any further assistance, you may contact Mr. Jyotirmoy Banerjee, Investor Relations Manager at Telephone No.: (033) 22895796.
27. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e Tuesday, 22nd day of September, 2020, may cast their votes electronically through remote e-voting by obtaining the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use your existing user ID and password for casting your vote. If he/she forgets his/her password, he/she can reset the password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.
28. Mr. Rohit Singhi, Practising Company Secretary (Membership No. A43484) has been appointed by the Board of Directors of the Company as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
29. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same..
30. In accordance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results will be declared within 48 hours of conclusion of AGM, in the prescribed format along with the report of the Scrutinizer and the same shall be placed on the website of the company www.occl.co.in and on the website of NSDL <http://www.evoting.nsdl.com> immediately after the declaration of result. The results shall also be immediately forwarded to the exchanges, where the shares of the company are listed & traded. The results shall also be displayed on the notice board at the registered office of the company.
31. **Process for those shareholders whose email ids are not registered with the depositories for procuring**

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user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

- a) If your email is already registered with Company/Depository participant, login details for e-voting will be sent on your registered email address.
- b) In case you have not registered your email address with the Company / Depositories participant, please follow below instructions to register your email address for obtaining Annual Report and login details for e-voting:

Physical Holding	Send a request to the Niche Technologies Pvt Ltd , Registrar and Share Transfer Agent of the company at nichetechpl@nichetechpl.com . with scan copy of signed request letter, providing name of shareholder, Folio No., scanned copy of the share certificate (front and back) and self attested scan copy of Pan Card and Aadhar card for registering email address
Demat Holding	Please contact your Depository Participant and register your email address as per the process advised by your DP.

By Order of the Board

Place: Kolkata
Date: 03.09.2020

Nayantara Agiwal
Company Secretary

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 3

Mr. Vikram Gupta was appointed as an Additional Director with effect from 12th August, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Article of Association of the Company for a period of 5 years. He is Chairman of the Stakeholders Relationship Committee. pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, Sri Vikram Gupta being eligible and seeking re-appointment, is proposed to be re-appointed as an Independent director for a term of 5 consecutive years.

In the Opinion of the Board, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management A copy of draft letter for the appointment of , as an Independent Director setting out the terms and conditions is

SHRADHA PROJECTS LIMITED

CIN: L27109WB1992PLC054108

REGISTERED OFFICE: 46C, RAFI AHMED KIDWAI ROAD, 3RD FLOOR, KOLKATA – 700 016

Ph no. 033-2217-4781/4782, Fax no. 033-2217-4778

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Website: www.shradhaprojects.com

available for inspection without any fee by the members, at the company's Registered office during normal business hours on working day upto the date of AGM. The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of as an Independent Director. Accordingly, the Board recommends the resolution to appoint as an Independent Director for the Approval of members.

Except, Mr. Vikram Gupta being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 is holding NIL Equity shares consisting NIL% of the paid up capital of the Company. This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Vikram Gupta as an Independent Director. The resolution for seeks approval of members as an Special Resolution for the re-appointment of as an Independent Director of the Company, pursuant to the provisions of Section 149, 150, 152, 197 read with Schedule IV and other applicable provision of the Companies Act, 2013 and the rules made there under.

Item No. 4

Mr. Binod Kumar Kesan was appointed as an Additional Director with effect from 12th August, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Article of Association of the Company for a period of 5 years. He is Chairman of the Audit Committee. pursuant to the provisions of Sections 149, 150, 152, 178 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of SEBI (LODR) Regulations, 2015 or any amendment thereto or modification thereof, Sri Vikram Gupta being eligible and seeking re-appointment, is proposed to be re-appointed as an Independent director for a term of 5 consecutive years.

In the Opinion of the Board, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and rules made thereunder and he is independent of the management A copy of draft letter for the appointment of , as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members, at the company's Registered office during normal business hours on working day upto the date of AGM. The Board considers that his continued association would be immense benefit to the company and it is desirable to continue to avail the services of as an Independent Director. Accordingly, the Board recommends the resolution to appoint as an Independent Director for the Approval of members.

Except, Mr. Binod Kumar Kesan being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 is holding NIL Equity shares consisting NIL% of the paid up capital of the Company. This explanation, together with the accompanied notice is and should be treated as an abstract under Section 189 and 190 of the Companies Act, 2013 and rules made there under, in respect of the re-appointment of Binod Kumar Kesan as an Independent Director. The resolution for

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seeks approval of members as an Special Resolution for the re-appointment of as an Independent Director of the Company pursuant to the provisions of Section 149, 150, 152, 197 read with Schedule IV and other applicable provision of the Companies Act, 2013 and the rules made there under.

Item No. 5

Mrs. Suman Chakraborty was appointed as an Additional Director with effect from 30.11.2019 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 80 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mrs. Suman Chakraborty's candidature for the office of Director of the Company.

The Board feels that presence of Mrs. Suman Chakraborty on the Board is desirable and would be beneficial to the company and hence recommend the resolution as set out in the Notice for the consideration and approval of members at the Annual General Meeting.

None of the Directors or their relatives are in any way concerned or interested, financially or otherwise, in the aforesaid resolution.

By Order of the Board

Place: Kolkata
Date: 03.09.2020

Nayantara Agiwal
Company Secretary