



Date: September 2, 2024

To,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai-400051

Respected Sir/Ma'am,

Sub: Submission of Notice of 7th Annual General Meeting.

Ref.: Sonu Infratech Limited (Symbol: - SONUINFRA, ISIN: INE0JZA01018).

We wish to inform you that the 7th Annual General Meeting of the Company will be held on Thursday, September 26, 2024 at 4:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 7th Annual General Meeting.

We have attached herewith the Notice of 7th Annual General Meeting of our Company for kind perusal of Stakeholders.

We would further like to inform that the Company has fixed Thursday, September 19, 2024 as the cut-off date for ascertaining the names of the members holding shares in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM.

You are requested to take the same on your records.

Thanking you.

For and on behalf of,
Sonu Infratech Limited

Ramji Shrinarayan Pandey
Chairman & Managing Director
DIN: 02815473

Place: Jamnagar

The CIN of the company is U45500GJ2017PLC099276

NOTICE OF 7TH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventh (7th) Annual General Meeting (AGM) of the Members of Sonu Infratech Limited (“the Company”) will be held on Thursday, September 26, 2024 at 04:00 P.M. IST through Video Conferencing (“VC”) / Other Audiovisual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESSES:

1. Adoption of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on March 31, 2024 and the Report of the Board of Directors and Auditors thereon.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To Appoint a Director in place of Mr. Ramji Shrinarayan Pandey (DIN: 02815473) who retires by rotation and being eligible, offers himself for re-appointment:

Explanation: Based on the terms of appointment, executive directors and the non-executive directors (other than Independent Directors) are subject to retirement by rotation. Mr. Ramji Shrinarayan Pandey (DIN: 02815473), who was appointed as Chairman & Managing Director, for the current term, and is the longest-serving member on the Board and whose office is liable to retire at this Annual General Meeting, being eligible, seeks re-appointment. Based on the performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his reappointment.

Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, the approval of the shareholders of the Company be, and is hereby accorded for the reappointment of Mr. Ramji Shrinarayan Pandey (DIN: 02815473), as a director, who is liable to retire by rotation.”

SPECIAL BUSINESSES:

3. To approve the appointment of Mr. Subhrajit Sukanta Chowdhury (DIN: 10517238) as an Independent Director of the Company for a period of 5 (five) years:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under read with Schedule IV of the Act, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company and on the approval and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Subhrajit Sukanta Chowdhury (DIN: 10517238) , who was appointed as an Additional Director in the capacity of an Independent Director w.e.f. March 09, 2024 by the Board of Directors of the Company, and who in terms of Section 161 of the Companies Act, 2013 holds office till this Annual General Meeting, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director on the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years till March 08, 2029 and that shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby severally authorized to settle and question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary order, proper or expedient for the purpose of giving effect to this resolution.”

4. To approve the appointment of Mr. Sonu Ramjibhai Pandey (DIN: 08043264) as an Executive director of the company

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

“RESOLVED THAT pursuant to the provision of Section 152, 160, 197, 198 and all other applicable provisions of the Companies Act, 2013 and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board”) Mr. Sonu Ramjibhai Pandey (DIN: 08043264) who was appointed as an Additional Director in the capacity of ‘Executive Director’ of the Company with effect from March 09, 2024, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Executive Director of the Company whose period of office shall be liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby severally authorized to alter, vary and modify any of the terms and conditions of the said appointment/re-appointment/remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 197, 198 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Sonu Ramjibhai Pandey.

“RESOLVED FURTHER THAT the Executive Directors be and is hereby severally authorised to sign/sign digitally necessary documents and forms and submit applicable form(s) with the concerned Registrar of Companies, pass necessary entries in the Register of Directors and Key Managerial Personnel and do all such acts, deeds, things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

5. To approve the appointment of Mr. Arpitkumar Ramji Pandey (DIN: 08043237) as an Executive director of the company:

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

“RESOLVED THAT pursuant to the provision of Section 152, 160, 197, 198 and all other applicable provisions of the Companies Act, 2013 and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the board”) Mr. Arpitkumar Ramji Pandey

(DIN: 08043237) who was appointed as an Additional Director in the capacity of ‘Executive Director’ of the Company with effect from March 09, 2024, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Executive Director of the Company whose period of office shall be liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as “remuneration”) as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company be and is hereby severally authorized to alter, vary and modify any of the terms and conditions of the said appointment/re-appointment/remuneration including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 197, 198 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactment thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Arpitkumar Ramji Pandey.

“RESOLVED FURTHER THAT the Executive Directors be and is hereby severally authorised to sign/sign digitally necessary documents and forms and submit applicable form(s) with the concerned Registrar of Companies, pass necessary entries in the Register of Directors and Key Managerial Personnel and do all such acts, deeds, things to give effect to the said resolution and take all such necessary steps to inform the necessary authorities regarding the appointment.”

“RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby severally authorized to sign the certified true copy of the resolution to be given as and when required.”

6. To approve payment of Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), Chairman & Managing Director of the Company for his remaining term:

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 Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), Chairman & Managing Director of the Company as set out in the explanatory statement attached hereto, for the remaining term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Chairman and Managing Director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

7. To approve payment of Remuneration payable to Mrs. Seema Pandey (DIN: 02815113), Whole Time Director of the Company for her remaining term:

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 Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mrs. Seema Pandey (DIN: 02815113), Whole Time Director of the Company as set out in the explanatory statement attached hereto, for the remaining term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for her appointment as Whole Time Director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mrs. Seema Pandey (DIN: 02815113), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

8. To approve payment of Remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879), Whole Time Director of the Company for his remaining term:

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 Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Ketan Vallabhdas Modi (DIN: 07810879), Whole Time Director of the Company as set out in the explanatory statement attached hereto, for the remaining term until revised and further with other terms and conditions remaining unchanged as per the explanatory statement of resolution passed for his appointment as Whole Time Director with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 197 the Companies Act, 2013 as amended from time to time, the Remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879), as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to undertake all such steps, as may be deemed necessary in this matter.”

RESOLVED FURTHER THAT the Executive Directors or the Company Secretary of the Company, be and are hereby severally authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

9. To Approval of Material Related Party Transaction(S) with a Arpit Techno Infra Private Limited For FY. 2024-25:-

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 188 of the Companies Act 2013 (“Act”) and other applicable provisions if any read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules 2014 as amended till date and other applicable provisions of the act, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into the contract(s) /arrangement(s) /transaction(s) and/or enter into and/or carry out new contract(s) /arrangement(s) /transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Arpit Techno Infra Private Limited , a related party within the meaning of Section 2(76) of the Companies Act 2013 for Purchase/sale transaction on such terms and conditions as the Board may deem fit up to a maximum aggregate value of Rs. 10 Crore with Arpit Techno Infra Private Limited for the Financial Year 2024-25 provided that the said contract(s)/arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year:

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transaction(s)	Maximum Value of Transaction for Financial Year 2024-25
1	Arpit Techno Infra Private Limited	Sister Concern	Purchase/ sale transaction	Rs. 10 Crore.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do and perform all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient to give effect to this resolution.”

Registered office:
Platinum 404, 4th Floor Park Colony,
Opp. Joggers Park, Jamnagar - 361008

By order of the Board of Directors
For, **SONU INFRA TECH LIMITED**

Place: Jamnagar
Date: 31/08/2024

Ramji Shrinarayan Pandey
Chairman & Managing Director
DIN: 02815473

Seema Pandey
Whole time Director
DIN: 02815113

IMPORTANT NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023, (‘MCA Circulars’) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue, the AGM of the Company is being held through VC on Thursday , September 26, 2024 at 04:00 P.M. IST. The deemed venue of the proceedings of the 7th AGM shall be the Registered Office of the Company at Platinum 404, 4th Floor Park Colony, Opp. Joggers Park, Jamnagar-361008, Gujarat.
2. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Secretarial Standard-2 on General Meetings, issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting (‘Meeting’ or ‘AGM’) is furnished as Annexure to this Notice.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, The facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM 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 AGM through VC/OAVM will be made available for 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 Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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), the MCA Circulars & SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. Electronic dispatch of Notice and Annual Report in accordance with the MCA General Circular Nos. 20/2020 dated 5th May, 2020 and 10/2022 dated 28th December, 2022 and SEBI Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, the financial statements (including Board’s Report, Auditors’ Report or other documents required to be attached therewith) for the Financial Year ended 31st March 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, such statements including the Notice of AGM are being sent only in electronic mode to those Members whose email addresses are registered with the Company/ Skyline Financial Services Private Limited or the Depository Participant(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.
9. Notice calling the AGM has been sent by electronic means to those members who had registered their email addresses with the Company / Depositories. The Notice has also been uploaded on the website of the Company at www.sonuinfratech.com & the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also made available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

- 10.** Members holding shares in Dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
- 11.** Members are requested to intimate changes, if any, pertaining to their name, 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.
- 12.** Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide the replies at the Meeting.
- 13.** As per Section 72 of the Act, the facility for submitting nomination is available for 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 SH-13. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form. Members who are either not desiring to register for Nomination or would want to opt-out, are requested to fill out and submit Form No. ISR
- 14.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. 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.
- 15.** The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, September 26, 2024. Members seeking to inspect such documents can send an email to info@sonuinfrotech.com.
- 16.** SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).
- 17.** In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
- 18.** The e-voting period commences on Monday, September 23, 2024 at 09:00 A.M. (IST) and ends on Wednesday, September 25, 2024 at 05:00 P.M. (IST). During this period, members holding shares in dematerialized form, as on cut-off date, i.e. as on Thursday, September 19, 2024 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast.
- 19.** The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who 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 the e-voting system during the AGM.
- 20.** The Scrutinizer will submit their report to the Chairman of the Company (‘the Chairman’) or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes

casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.sonuinfratech.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, September 23, 2024 at 09:00 A.M. (IST) and ends on Wednesday, September 25, 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. on Thursday, September 19, 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 Thursday, September 19, 2024.

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:

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 the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.

ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. 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, September 19, 2024 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. 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 AGM and prior to the Cut-off date i.e. Thursday, September 19, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.

iv. The remote e-voting will commence on Monday, September 23, 2024 at 09:00 A.M. (IST) and ends on Wednesday, September 25, 2024 at 05:00 P.M. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, September 19, 2024, 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 NSDL 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. Thursday, September 19, 2024.

vii. The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, to act 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.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Monday, September 23, 2024 at 09:00 A.M. (IST) and ends on Wednesday, September 25, 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. Thursday, September 19, 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 i.e. Thursday, September 19, 2024


STEP 1: ACCESS TO NSDL E-VOTING SYSTEM:

A) Login method for e-Voting and joining virtual meeting 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting 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 ‘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 AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to compliance@sonuinfotech.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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to 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 info@sonuinfotech.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 info@sonuinfotech.com
3. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
4. 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.

5. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE 7TH AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the 7th AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 7th AGM through VC/OAVM facility 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.
3. Members who have voted through Remote e-Voting will be eligible to attend the 7th AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 7TH AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further 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.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@sonuinfratech.com the same will be replied by the company suitably.

EXPLANATORY STATEMENT
(Pursuant to Section 102 (1) of the Companies Act 2013 and
Secretarial Standard II on General Meetings)

Item No. 03:

To approve the appointment of Mr. Subhrajit Sukanta Chowdhury (DIN: 10517238) as an Independent Director of the Company for a period of 5 (five) years: Special Resolution:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Subhrajit Sukanta Chowdhury (DIN: 10517238) as an Additional Director in the capacity of an Independent Director w.e.f. March 09, 2024, at its meeting held on March 09, 2024, for a first term of 5 (five) consecutive years, subject to the approval of Members of the Company.

The Company has received a Notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Subhrajit Sukanta Chowdhury for appointment as an Independent Director of the Company. Mr. Subhrajit Sukanta Chowdhury has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Subhrajit Sukanta Chowdhury fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for appointment as an Independent Director and he is independent of management. The Board recommends his appointment as an Independent Director for five (5) consecutive years w.e.f. March 09, 2024.

Further, Mr. Subhrajit Sukanta Chowdhury has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Subhrajit Sukanta Chowdhury has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Mr. Subhrajit Sukanta Chowdhury is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Mr. Subhrajit Sukanta Chowdhury has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

A copy of the draft letter for the appointment of Mr. Subhrajit Sukanta Chowdhury 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 days. The resolution seeks the approval of members for the appointment of Mr. Subhrajit Sukanta Chowdhury as a Non-Executive Independent Director of the Company from March 09, 2024 to March 08, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise of Mr. Subhrajit Sukanta Chowdhury and other relevant information as required under SEBI LODR Regulations and SS-2 is mentioned hereunder.

Mr. Subhrajit Sukanta Chowdhury is having Diploma Degree in Mechanical. He is having experience of over 25 years in the business of construction and services and also well versed with Contract Management, Project Management and Project Planning.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the approval of the Members is sought for the appointment of Mr. Subhrajit Sukanta Chowdhury as a Non-Executive Independent Director of the Company, as a special resolution as set out above.

Relevant document in respect of the said item are available electronically for inspection by the Members from the date of Circulation of the Notice of the AGM. Members seeking to inspect such documents can send an email to info@sonuinfratech.com.

Except Mr. Subhrajit Sukanta Chowdhury being appointee Director, none of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution as set out at item no. 03 for approval by the Members.

Item No. 4:

To approve the appointment of Mr. Sonu Ramjibhai Pandey (DIN: 08043264) as an Executive director of the company: Special Resolution:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on March 09, 2024 had appointed Mr. Sonu Ramjibhai Pandey (DIN: 08043264) as an Additional Director in the capacity of ‘Executive Director’ of the Company with effect from March 09, 2024, subject to approval of the Members of the Company.

The Company has received notice in writing under Section 160 of the Act, proposing the candidature Mr. Sonu Ramjibhai Pandey (DIN: 08043264) for the office Executive Director of the Company. Further, the Company has received consent in writing to act as director and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

It is proposed to seek the members’ approval for the Appointment of and remuneration payable to Mr. Sonu Ramjibhai Pandey (DIN: 08043264) as an Executive Director of the company in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Sonu Ramjibhai Pandey (DIN: 08043264), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of and remuneration payable to Mr. Sonu Ramjibhai Pandey (DIN: 08043264), as an Executive Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

GENERAL INFORMATION:

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Date of commencement of commercial production: The Company is already making the production.

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	9039.82	6405.16
Other Income	16.28	17.17
Total Income	9056.10	6422.33
Less: Total expenditure before Finance cost, depreciation and amortization	7991.08	5305.84
Earnings before Finance cost, depreciation and amortization (EBITDA)	1065.02	1116.49
Less: Depreciation	387.61	496.96
Less: Finance Cost	268.82	252.09
Profit Before Tax	408.59	367.44
Less: Current Tax	130.68	101.09
Less: Deferred tax Liability (Asset)	-10.17	-7.06
Profit after Tax	288.08	273.41

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

INFORMATION ABOUT THE DIRECTOR:

Background Details: Mr. Sonu Ramjibhai Pandey aged 25 years appointed as Director of the Company w.e.f. March 09, 2024. He is holding the Degree in Bachelor of Technology in Civil Engineering.

Past Remuneration: Not Applicable

Recognition or awards: Not Applicable

Job Profile and his suitability: Mr. Sonu Ramjibhai Pandey, aged 25, having Degree in Bachelor of Technology in Civil Engineering. He is having experience of over 3 years in the business of construction and is well versed with Contract Management, Project Management and Project Planning.

Terms and conditions of Appointment and Remuneration:

Tenure of Appointment: As per Appointment Letter

Nature of duties:

a) In your role as Executive Director, you will be entrusted with critical duties and responsibilities aimed at ensuring the effective governance and sustainable growth of our company in compliance with the Companies Act, SEBI laws, and other prevailing legal frameworks. Your key responsibilities will include, but are not limited to:

b) The Board's role is to effectively represent and promote the interests of shareholders to add long-term value to the Company's shares. Having regard to its role, the board directs and supervises the management of the business and affairs of the Company including, in particular:

- Ensuring that the Company's goals are established and those strategies are in place for achieving them;
 - establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
 - Monitoring the performance of management;
 - Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;
 - Ensuring that the Company's financial statements are true and fair and otherwise confirm with law;
 - Ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
 - Ensuring that the Company has appropriate risk management/regulatory compliance policies in place.
- All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

1) **Remuneration:** Basic Salary Up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Sonu Ramjibhai Pandey (DIN: 08043264), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Sonu Ramjibhai Pandey has pecuniary relationship to the extent he is in Promoter Group- Shareholders of the Company. He is Son of Mr. Ramji Shrinarayan Pandey (Chairman and Managing Director) and Mrs. Seema Ramji Pandey (Whole-time director); Brother of Arpitkumar Ramji Pandey (Additional (Executive) Director).

In compliance with the provisions of Sections 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Sonu Ramjibhai Pandey, as Executive Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Except, Mr. Sonu Ramjibhai Pandey (DIN: 08043264) himself, Mr. Ramji Shrinarayan Pandey, Mrs. Seema Ramji Pandey, Mr. Arpitkumar Ramji Pandey and his relatives to the extent of their shareholding in the Company, None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution as set out at item no. 04 for approval by the Members.

Item No. 5:

To approve the appointment of Mr. Arpitkumar Ramji Pandey (DIN: 08043237) as an Executive director of the company : Special Resolution:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on March 09, 2024 had appointed Mr. Arpitkumar Ramji Pandey (DIN: 08043237) as an Additional Director in the capacity of ‘Executive Director’ of the Company w.e.f. March 09, 2024, subject to approval of the Members of the Company.

The Company has received notice in writing under Section 160 of the Act, proposing the candidature Mr. Arpitkumar Ramji Pandey (DIN: 08043237) for the office Executive Director of the Company. Further, the Company has received consent in writing to act as director and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

It is proposed to seek the members’ approval for the Appointment of and remuneration payable to Mr. Arpitkumar Ramji Pandey (DIN: 08043237) as Executive Director of the company in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Arpitkumar Ramji Pandey (DIN: 08043237), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of and remuneration payable to Mr. Arpitkumar Ramji Pandey (DIN: 08043237), as Executive Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

GENERAL INFORMATION:

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Date of commencement of commercial production: The Company is already making the production.

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	9039.82	6405.16
Other Income	16.28	17.17
Total Income	9056.10	6422.33
Less: Total expenditure before Finance cost, depreciation and amortization	7991.08	5305.84
Earnings before Finance cost, depreciation and amortization (EBITDA)	1065.02	1116.49
Less: Depreciation	387.61	496.96
Less: Finance Cost	268.82	252.09
Profit Before Tax	408.59	367.44
Less: Current Tax	130.68	101.09
Less: Deferred tax Liability (Asset)	-10.17	-7.06
Profit after Tax	288.08	273.41

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

INFORMATION ABOUT THE DIRECTOR:

Background Details: Mr. Arpitkumar Ramji Pandey aged 26 years appointed as Director of the Company w.e.f. March 09, 2024. He is holding the Degree in Bachelor of Technology in Mechanical Engineering.

Past Remuneration: Not Applicable

Recognition or awards: Not Applicable

Job Profile and his suitability: Mr. Arpitkumar Ramji Pandey, aged 26, having Degree in Bachelor of Technology in Mechanical Engineering. He is having experience of over 4 years in the field of construction business and is versed with Contract Management, Project Management and Project Planning. He also has strong Leadership and Business management skills.

Terms and conditions of Appointment and Remuneration:

1) **Tenure of Appointment:** As per Appointment Letter

2) **Nature of duties:**

a) In your role as Executive Director, you will be entrusted with critical duties and responsibilities aimed at ensuring the effective governance and sustainable growth of our company in compliance with the Companies Act, SEBI laws, and other prevailing legal frameworks. Your key responsibilities will include, but are not limited to:

b) The Board's role is to effectively represent and promote the interests of shareholders to add long-term value to the Company's shares. Having regard to its role, the board directs and supervises the management of the business and affairs of the Company including, in particular:

- Ensuring that the Company's goals are established and those strategies are in place for achieving them;
- establishing policies for strengthening the performance of the Company including ensuring that management is proactively seeking to build the business through innovation, initiative, technology, new products and the development of its business capital;
- Monitoring the performance of management;
- Deciding on whatever steps are necessary to protect the Company's financial position and the ability to meet its debts and other obligations when they fall due, and ensuring that such steps are taken;

- Ensuring that the Company's financial statements are true and fair and otherwise confirm with law;
- Ensuring that the Company adheres to high standards of ethics and corporate behaviour; and
- Ensuring that the Company has appropriate risk management/regulatory compliance policies in place.
- All directors are expected to take decisions objectively in the interests of the Company. The board as a whole is collectively responsible for the success of the Company. All directors, whether non-executive or executive, have the same general legal responsibilities.

c) **Remuneration:** : Basic Salary Up to Rs. 12,00,000/- (Rupees Twelve Lakhs Only) per annum

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Arpitkumar Ramji Pandey (DIN: 08043237) the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Arpitkumar Ramji Pandey has pecuniary relationship to the extent he is in Promoter Group- Shareholders of the Company. He is Son of Mr. Ramji Shrinarayan Pandey (Chairman and Managing Director), Mrs. Seema Ramji Pandey (Whole-time director) and Brother of Mr. Sonu Ramjibhai Pandey (Additional (Executive) Director)

In compliance with the provisions of Sections, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Arpitkumar Ramji Pandey, as Executive Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Except, Mr. Arpitkumar Ramji Pandey (DIN: 08043237) himself, Mr. Ramji Shrinarayan Pandey, Mrs. Seema Ramji Pandey, Mr. Sonu Ramjibhai Pandey and his relatives to the extent of their shareholding in the Company, None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the Special Resolution as set out at item no. 05 for approval by the Members.

Item No. 06 :

To approve payment of Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), Chairman & Managing Director of the Company for his remaining term: Special Resolution:

Mr. Ramji Shrinarayan Pandey (DIN: 02815473), was Re-appointed as Chairman & Managing Director for a period of 5 years w.e.f. December 27, 2021. Mr. Ramji Shrinarayan Pandey (DIN: 02815473) was appointed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for 3 years upto December 26, 2024. On the recommendation of the Nomination and Remuneration Committee of the Company, has considered approval of limit of remuneration, i.e. upto Rs. 24 Lakh per annum with such increments may be decided by the Board from time to time to be paid to Mr. Ramji Shrinarayan Pandey (DIN: 02815473) for his remaining tenure as Chairman & Managing Director. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable

to Mr. Ramji Shrinarayan Pandey (DIN: 02815473), as Chairman & Managing Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	9039.82	6405.16
Other Income	16.28	17.17
Total Income	9056.10	6422.33
Less: Total expenditure before Finance cost, depreciation and amortization	7991.08	5305.84
Earnings before Finance cost, depreciation and amortization (EBITDA)	1065.02	1116.49
Less: Depreciation	387.61	496.96
Less: Finance Cost	268.82	252.09
Profit Before Tax	408.59	367.44
Less: Current Tax	130.68	101.09
Less: Deferred tax Liability (Asset)	-10.17	-7.06
Profit after Tax	288.08	273.41

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mr. Ramji Shrinarayan Pandey (DIN: 02815473), aged 49 years is Promoter-Chairman and Managing Director of the company. He is having more than 22 year of Experience in the business of construction. He has been a director of the company since incorporation. Under his leadership, company has achieved various milestones which focus on continuous innovation and relentless pursuit of growth and excellence. He is a first generation industrialist and has played a significant role in the development of our business.

Past Remuneration: Rs. 24,00,000 P.A

Job Profile and his suitability: Mr. Ramji Shrinarayan Pandey is having Experience of 22 years in the field of civil construction and infrastructure. He is a first generation industrialist and has played a significant role in the development of our business. He is also acting as director in our group companies.

Terms and conditions of Remuneration: -

Basic Salary up to Rs. 24,00,000 P.A excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Ramji Shrinarayan Pandey, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Ramji Shrinarayan Pandey has pecuniary relationship to the extent he is promoter of the Company. He is Husband of Mrs. Seema Ramji Pandey (Whole-time director) and Father of Mr. Sonu Ramjibhai Pandey (Additional (Executive) Director) and Mr. Arpitkumar Ramji Pandey (Additional (Executive) Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Ramji Shrinarayan Pandey as a Chairman and Managing Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Ramji Shrinarayan Pandey (DIN: 08743772) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Mr. Ramji Shrinarayan Pandey (DIN: 02815473), for the term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 06 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ramji Shrinarayan Pandey (DIN: 02815473) himself, and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the Special Resolution as set out at item no. 06 for approval by the Members.

Item No. 07:**To approve payment of Remuneration payable to Mrs. Seema Pandey (DIN: 02815113), Whole Time Director of the Company for her remaining term: Special Resolution:**

Mrs. Seema Pandey (DIN: 02815113), was Re-appointed as Whole Time Director for a period of 5 years w.e.f. December 27, 2021. Mrs. Seema Pandey (DIN: 02815113) was appointed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for 3 years upto December 26, 2024. On the recommendation of the Nomination and Remuneration Committee of the Company, has considered approval of limit of remuneration, i.e. upto Rs. 16 Lakh per annum with such increments may be decided by the Board from time to time to be paid to Mrs. Seema Pandey (DIN: 02815113) for her remaining tenure as Whole Time Director. The other terms and conditions of her appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mrs. Seema Pandey (DIN: 02815113) in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mrs. Seema Pandey (DIN: 02815113) as Whole Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	9039.82	6405.16
Other Income	16.28	17.17
Total Income	9056.10	6422.33
Less: Total expenditure before Finance cost, depreciation and amortization	7991.08	5305.84
Earnings before Finance cost, depreciation and amortization (EBITDA)	1065.02	1116.49
Less: Depreciation	387.61	496.96
Less: Finance Cost	268.82	252.09
Profit Before Tax	408.59	367.44
Less: Current Tax	130.68	101.09
Less: Deferred tax Liability (Asset)	-10.17	-7.06
Profit after Tax	288.08	273.41

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mrs. Seema Pandey (DIN: 02815113) aged 48 years is Whole Time Director of the company. She is having a considerable experience of more than 12 years in the field of civil construction. An entrepreneur by nature, she has built a successful track record of consistent value creation over the years, across construction business.

Past Remuneration: Rs. 16,00,000 P.A

Job Profile and his suitability: Mrs. Seema Pandey (DIN: 02815113) is having Experience of 12 years in the field of civil construction. She is also acting as director in our group companies.

Terms and conditions of Remuneration: -

Basic Salary up to Rs. 16,00,000 P.A excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mrs. Seema Pandey, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mrs. Seema Pandey has pecuniary relationship to the extent she is promoter group shareholder of the Company. she is wife of Mr. Ramji Shrinarayan Pandey (Chairman & Managing Director) and Mother of Mr. Sonu Ramjibhai Pandey (Additional (Executive) Director) and Mr. Arpitkumar Ramji Pandey (Additional (Executive) Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mrs. Seema Pandey as a Whole Time Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mrs. Seema Pandey (DIN: 02815113) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Mrs. Seema Pandey (DIN: 02815113), for the term as Whole Time Director will be beneficial to the operations of the Company and the same is commensurate with her abilities and experience and accordingly recommends the Special Resolution at Item No. 07 of the accompanying Notice for approval by the Members of the Company.

Except, Mrs. Seema Pandey (DIN: 02815113) herself and her relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The Board recommends the Special Resolution as set out at item no. 07 for approval by the Members

Item No. 08:

To approve payment of Remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879), Whole Time Director of the Company for his remaining term: a Special Resolution:

Mr. Ketan Vallabhdas Modi (DIN: 07810879), was Re-appointed as Whole Time Director for a period of 5 years w.e.f December 27, 2021. Mr. Ketan Vallabhdas Modi (DIN: 07810879) was appointed under Schedule V of Companies Act, 2013, therefore approval of Shareholders was sought for remuneration of director for 3 years upto December 26, 2024. On the recommendation of the Nomination and Remuneration Committee of the Company, has considered approval of limit of remuneration, i.e. upto Rs. 16 Lakh per annum with such increments may be decided by the Board from time to time to be paid to Mr. Ketan Vallabhdas Modi (DIN: 07810879) for his remaining tenure as Whole Time Director The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879) in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, remuneration payable to Mr. Ketan Vallabhdas Modi (DIN: 07810879) as Whole Time Director is now being placed before the Members for their approval by way of Special Resolution.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

General Information

Nature of Industry: The Company is engaged into the business of civil construction services, in nature of commercial and industrial project.

Date of commencement of commercial production: The Company is already making the production.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

(Amount in Lakhs)

Particulars	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	9039.82	6405.16
Other Income	16.28	17.17
Total Income	9056.10	6422.33
Less: Total expenditure before Finance cost, depreciation and amortization	7991.08	5305.84
Earnings before Finance cost, depreciation and amortization (EBITDA)	1065.02	1116.49
Less: Depreciation	387.61	496.96
Less: Finance Cost	268.82	252.09
Profit Before Tax	408.59	367.44
Less: Current Tax	130.68	101.09
Less: Deferred tax Liability (Asset)	-10.17	-7.06
Profit after Tax	288.08	273.41

Export performance and net foreign exchange: During the year under review, the Company not having export performance and net foreign exchange expenditure.

Foreign Investment and collaborations, if any: No collaborations have been made by the Company with any of foreign entity.

Information about the Director:

Background Details: Mr. Ketan Vallabhdas Modi (DIN: 07810879) aged 50 years is Whole Time Director of the company. He is having an experience of more than 22 years in the field of civil construction. Prior to the formation of the company, he was a Partner of erstwhile Sonu Enterprises. He played key role in Administration of company. Under his leadership our company established good public relation.

Past Remuneration: Rs. 16,00,000 P.A

Job Profile and his suitability: Mr. Ketan Vallabhdas Modi (DIN: 07810879) is having Experience of 22 years in the field of civil construction. He has been a Director of the Company since incorporation. Under his leadership our company established good public relation

Terms and conditions of Remuneration: -

Basic Salary up to Rs. 16,00,000 P.A excluding perquisite mentioned hereunder for the existing term.

Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Taking into consideration the size of the Company, the profile of Mr. Ketan Vallabhdas Modi, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Mr. Ketan Vallabhdas Modi has pecuniary relationship to the extent he is promotor of the Company. He is Husband of Mrs. Dipti Ketan Modi (Non-Executive Director).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the appointment of Mr. Ketan Vallabhdas Modi as a Whole Time Director of the Company are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Ketan Vallabhdas Modi (DIN: 07810879) until revised further with other terms and conditions remaining unchanged as per the resolution passed.

Mr. Ketan Vallabhdas Modi (DIN: 07810879), for the term as Whole Time Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 08 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ketan Vallabhdas Modi (DIN: 07810879) himself and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

The Board recommends the Special Resolution as set out at item no. 08 for approval by the Members

ITEM NO. 09:

To Approval of Material Related Party Transaction(S) With a Arpit Techno Infra Private Limited For FY. 2024-25:- Ordinary Resolution

Section 188 of the Companies Act 2013 and the applicable Rules framed thereunder provided that any related party transaction will require prior approval of shareholders through ordinary resolution if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Arpit Techno Infra Private Limited is related party with reference to the Company within the meaning of Clause (76) of section 2 of the Companies Act 2013.

The value of proposed aggregate transactions with Arpit Techno Infra Private Limited is likely to exceed the said threshold limit during the financial year 2024-25.

Accordingly, transaction(s) entered with Arpit Techno Infra Private Limited comes within the meaning of Related Party Transaction(s) in terms of provisions of the Act applicable rules framed thereunder.

Hence approval of the shareholders is being sought by way of Ordinary Resolution as per our related party transactions policy for the said Related Party Transaction(s) proposed to be entered by our Company with a Arpit Techno Infra Private Limited in the financial year 2024-25.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act 2013 and the rules made thereunder and as amended from time to time due to the reason that transactions with related party are in the ordinary course of business and at the arm’s length basis the same is being sought as an abundant precautionary measure.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date particulars of the transactions with Arpit Techno Infra Private Limited are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Parties	Arpit Techno Infra Private Limited
2.	Name of the Director or KMP who is related	Mr. Ramji Shrinarayan Pandey, Ms. Seema Pandey and Mr. Manish Kumar Pandey , Mr. Arpitkumar Pandey
3.	Nature of Relationship	Mr. Ramji Shrinarayan Pandey is promoter & Managing director of Sonu Infratech Limited as well as promoter & Director of Arpit Techno Infra Private Limited, Also he holds 2250000 Equity shares in Sonu Infratech Limited and 5000 Equity shares in Arpit Techno Infra Private Limited. Ms. Seema Pandey is promoter & Whole time director in Sonu Infratech Limited as well as promoter & Director of Arpit Techno Infra Private Limited, Also she holds 842000 Equity shares in Sonu Infratech Limited and 5000 Equity shares in Arpit Techno Infra Private Limited. Mr. Manish Kumar Pandey is part of Promoter group &

		Chief Financial officer of Sonu Infratech Limited as well as promoter & Director of Arpit Techno Infra Private Limited. Mr. Arpitkumar Pandey is promoter & Additional Director of Sonu Infratech Limited as well as promoter & Director of Arpit Techno Infra Private Limited, Also he holds 1,10,000 Equity shares in Sonu Infratech Limited.
4.	Monetary Value	The estimated aggregate value of contracts/arrangements value for the matters proposed in the resolution shall not exceed Rs. 10 Crores in the F.Y. 2024-25 with Arpit Techno Infra Private Limited
5.	Nature materials terms and particulars of the Contracts/ arrangements	Purchase /sale transaction and these are dependent on the requirement of both companies for its products and raw materials from time to time and the ability to supply. However such transactions would be in ordinary course of the Company's business and at the arm's length basis.
6.	Any advance paid or received for the contracts/arrangements	As per industry norms customs and usages.
7.	Tenure of contracts/arrangement	F.Y. 2024-25
8.	Any other information relevant or important for the members to take a decision on the proposed resolution.	All relevant information's are mentioned in the Explanatory Statement setting out Material Facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Except Mr. Ramji Shrinarayan Pandey, Ms. Seema Pandey, Mr. Manish Kumar Pandey and Mr. Arpitkumar Pandey their relatives and entire Promoters' Group, none of other Director(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution.

Since, entire Promoters and Promoters' Group may construe as Related Party to this transaction, all entities falling under the definition of Promoters and Promoters' Group of the Company shall abstain from voting for this resolution.

The Board recommends resolution set out under Item No. 09 for the approval of the Members by way of passing an Ordinary Resolution.

Registered office:

Platinum 404, 4th Floor Park Colony,
Opp. Joggers Park, Jamnagar - 361008

By order of the Board of Directors
For, **SONU INFRA TECH LIMITED**

Place: Jamnagar

Date: 31/08/2024

Ramji Shrinarayan Pandey
Chairman & Managing Director
DIN: 02815473

Seema Pandey
Whole time Director
DIN: 02815113

Annexure to the Notice:

Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 02,03, 04, 05

Name of Director	Mr. Ramji Shrinarayan Pandey
Directors Identification Number (DIN)	02815473
Date of Birth	March 07, 1975
Age	49 Years
Educational Qualifications	Undergraduate
Experience - Expertise in specific functional areas - Job profile and suitability	He is intermediate and having more than 22 years of experience in the business of construction.
Date of first Appointment on the Board of the Company	29/09/2017
Date of Appointment / Re-appointment (at current term)	27/12/2021
No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.	22,50,000 Equity Shares
Listed entities form which the person has resigned in the past three years	-
Terms and conditions of re-appointment	Holds office for a period of 5 years w.e.f. December 27, 2021 to December 26, 2026 and liable to retire by rotation
Remuneration last drawn	Basic Salary up to Rs. 24 Lakhs per annum
Remuneration sought to be paid	Basic Salary up to Rs. 24 Lakhs per annum
Number of Meetings of the Board attended during the year	06
Directorships held in other companies*	1.Arpit Techno Infra Private Limited 2.Isht Anukampa Travels Private Limited
Memberships/ Chairmanships of committees of other public companies**	Membership-1 Chairmanship-0
Inter-se Relationship with other Directors	1. Husband of Mrs. Seema Ramji Pandey 2. Father of Mr. Sonu Ramjibhai Pandey and Mr. Arpitkumar Ramji Pandey
Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018	The Director being re- appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

*Excluding foreign companies, Section 8 companies and Struck off Companies and our Company.

**Includes only Audit Committee and Stakeholders' Relationship Committee.

Name of Director	Mr. Subhrajit Chowdhury	Mr. Sonu Pandey	Mr. Arpitkumar Pandey
Directors Identification Number (DIN)	10517238	08043264	08043237
Date of Birth	December 30, 1976	November 15, 1998	May 01, 1995
Age	47 Years	25 Years	29 Years
Educational Qualifications	Holds Degree of Diploma in Mechanical.	Holds Degree in Bachelor of Technology in Civil Engineering.	Holds Degree in Bachelor of Technology in Mechanical Engineering
Experience - Expertise in specific functional areas - Job profile and suitability	He is having experience of over 25 years in the business of construction and services and also well versed with Contract Management, Project Management and Project Planning.	He is having experience of over 3 years in the business of construction and is well versed with Contract Management, Project Management and Project Planning.	He is having experience of over 4 years in the field of construction business and is versed with Contract Management, Project Management and Project Planning. He also has strong Leadership and Business management skills
Date of first Appointment on the Board of the Company	March 9, 2024	March 9, 2024	March 9, 2024
Date of Appointment / Re-appointment (at current term)	March 9, 2024	March 9, 2024	March 9, 2024
No. of Shares held as on March 31, 2024 including shareholding as a Beneficial Owner.	Nil	1,10,000/- Equity Shares	1,10,000/- Equity Shares
Listed entities form which the person has resigned in the past three years	Nil	Nil	Nil
Terms and conditions of re-appointment	for a five years till March 08, 2029 and that shall not be liable to retire by rotation	liable to retire by rotation	liable to retire by rotation
Remuneration last drawn	Nil	Nil	Nil
Remuneration sought to be paid	-	Basic Salary up to Rs. 12 Lakhs per annum	Basic Salary up to Rs. 12 Lakhs per annum
Number of Meetings of the Board attended during the year	01	01	01
Directorships held in other companies*	Nil	1. Alento Hotel Private Limited	1. Arpit Techno Infra Private Limited 2. Alento Hotel Private Limited
Memberships / Chairmanships of committees of other public companies**	Nil	Nil	Nil
Inter-se Relationship with other Directors	Not related to any Directors & KMP of the Company.	1. Son of Mr. Ramji Shrinarayan Pandey and Mrs. Seema Ramji Pandey.	1. Son of Mr. Ramji Shrinarayan Pandey and Mrs. Seema Ramji Pandey.

		2. Brother of Mr. Arpitkumar Pandey	2. Brother of Mr. Sonu Pandey
Information as required pursuant to NSE Circular No. NSE/CML/2018/24 dated June 20, 2018	Mr. Subhrajit Chowdhury Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Sonu Pandey Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority	Mr. Arpitkumar Pandey Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

**Excluding foreign companies, Section 8 companies and Struck off Companies and our Company.*

***Includes only Audit Committee and Stakeholders' Relationship Committee.*