

NOTICE OF 05TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifth (05th) Annual General Meeting (AGM) of the Members of Shantidoot Infra Services Limited, will be held on Friday 27th day of September, 2024 at 12:00 P.M. at THE PARK PRIDE, Plot No. 81, Road, No. 07, near Notre Dame School, Patliputra Colony, Patna, Bihar 800013

ORDINARY BUSINESSES:

1. Adoption of Financial Statements (Standalone)

To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on 31st March, 2024, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon; and

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

“**RESOLVED THAT** the standalone audited financial statement of the Company for the financial year ended on 31st March, 2024, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2.Re-Appointment of MR. AVIJEET KUMAR, MD and CFO (DIN:05168425) liable to retire by rotation:

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** pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as well as the Articles of Association of the company, Mr. Avijeet Kumar, MD and CFO (DIN: 05168425) who retires by rotation and being eligible, offers himself/herself for re-appointment, be and is hereby re-appointed as a Director of the company.”

3. Re-Appointment of MR. NAVIN KUMAR, Director (DIN09366671) liable to retire by rotation:

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**, pursuant to the provisions of Section 152(6) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, as well as the Articles of Association of the company, Mr. Navin Kumar (DIN09366671) who retires by rotation and being eligible, offers himself/herself for re-appointment, be and is hereby re-appointed as a Director of the company.”

4. To consider the appointment of S R K S & Associates, Chartered Accountants as the Statutory Auditor of the company due to casual vacancy of the existing statutory auditors

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** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s S R K S & Associates, Chartered Accountants (Firm Registration No. 025002C) be and are hereby appointed as the statutory auditors of the company to fill the casual vacancy caused by the resignation/removal of the previous statutory auditors, to hold office until the conclusion of the Annual General Meeting (AGM) to be held for the financial year ending 31st March 2029 and that the Board of Directors be and is hereby authorized to fix their remuneration.”

"**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized to file the necessary forms and documents with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be necessary to give effect to the foregoing resolution."

SPECIAL BUSINESSES

5. Ratification and approval of related party transactions

To Ratify and approve the related party transaction involving Construction for Gautam Medical College & Hospital (RIGHT PATH FOUNDATION) with the following key terms:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof) and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent, sanction, permission or approval be members is hereby granted for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), for construction for Gautam Medical College & Hospital (RIGHT PATH FOUNDATION), a related party of the Company, involving Construction of buildings for the hospital, academic block of medical college, service block, boys’ hostel, girls’ hostel, boundary walls and allied structures as per the details set out in the offer document, for a Transaction Value of Rs. 511.00 crores having the duration of Agreement- Hospital: 396 days (One year one month), Medical College and Hostels: 518 days (One year five months) from the date of signing of the contract, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its

subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

6. Ratification and approval of the remuneration paid to Mr. Avijeet Kumar, Md and CFO

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded for the payment of salary amounting to Rs. 2,00,000 Per month and perquisites to Mr Avijeet Kumar, the Managing Director of the Company, which shall together exceed 5% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, for the financial years 2024-27, i.e till his tenure as Managing Director { for a period of 5 years with effect from 23rd March, 2022 and ending on 22nd March, 2027 (both days inclusive) } as detailed in the explanatory statement annexed hereto, and subject to any further approvals as may be necessary.

RESOLVED FURTHER THAT the remuneration paid to the Managing Director, in the previous financial year, of Rs. 2,00,000 per month is hereby ratified by the Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, including obtaining any necessary approvals from regulatory authorities, and to do all acts, deeds, and things that may be required to give effect to this resolution."

For and on behalf of Board of Directors

M/s Shantidoot Infra Services Limited

Sd/-

Avijeet Kumar
(Managing Director & CFO)
DIN: 05168425
Resident of Flat No-102,
1/A Road NewPatliputra Colony,
Dropadi Kunj Apartment Patna 800013
Bihar India

Date: 06.09.2024

Place: Patna

