

Notice is hereby given that the Extra Ordinary General Meeting of the Equity Shareholders of the Company Shantidoot Infra Services Limited will be held on Saturday, 02<sup>nd</sup>, March, 2024 at 12:00 P.M at the Registered Office of the Company situated at House No.221 2<sup>nd</sup> Floor Patliputra Colony, Patna- 800013, Bihar, India, to transact the following businesses:

**Special Businesses:**

1. **To Appoint Mr. Uday Goswami (DIN:10484962) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company **Mr. Uday Goswami (DIN:10484962)** be and is hereby appointed as an Independent Director of the Company, who meets all the criteria for independence as provided under Section 149(6) of the Act and has submitted a declaration that he meets the criteria for independence, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from March 02, 2024 up to March 01, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** to give effect to this resolution, Board of the Directors of the Company are hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, etc. along with filing of e-forms DIR12 & MGT14 with the concerned Registrar of Companies.”

2. **To Appoint Mrs. Mamta Sinha (DIN:10486284) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors of the Company **Mrs. Mamta Sinha (DIN:10486284)** be and is hereby appointed as an Independent Director of the Company, who meets all the criteria



for independence as provided under Section 149(6) of the Act and has submitted a declaration that he meets the criteria for independence, not liable to retire by rotation, to hold office for a term of Five (5) consecutive years with effect from March 02, 2024 up to March 01, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** to give effect to this resolution, Board of the Directors of the Company are hereby authorized, on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, etc. along with filing of e-forms DIR12 & MGT14 with the concerned Registrar of Companies.”

FOR AND BEHALF OF

SHANTIDOOT INFRA SERVICES LIMITED;



CS PALLAVI PRAMOD BHANDARI  
Company Secretary and Compliance Officer

M.No. - 57904

Date: February, 08, 2024

Place: Patna

**NOTE:**

1. The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of item no. 1 & 2 annexed herewith.
2. A Member entitled to attend and vote at this Extra-Ordinary General Meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a Member of the Company. The instrument of proxy in order to be effective, must be deposited at the registered office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. Corporates members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Requisitions, if any, for inspection of proxies shall be received in writing from a member entitled to vote on any resolution at least 3 days before the commencement of the meeting shall be made available for inspection during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>TH</sup> February, 2024 to 01<sup>st</sup> March, 2024 (both days inclusive).
6. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners
7. The Company has appointed Mr. Gudesh Agarwal, Chartered Accountant as Scrutinizer to scrutinize the voting process in a fair and transparent manner.
8. Members are requested to notify immediately any change of address:
  - To their Depository Participant (DP) in respect of shares held in dematerialized form, and
  - To the Company at its Registered Office or to its RTA, **M/s. Bigshare Services Pvt. Ltd.** in respect of their physical shares, if any, quoting their folio number.
9. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Sundays and public holidays, up to the date of the Extra-Ordinary General Meeting.
10. Members seeking further information on any matter contained in the Notice are requested to write to the Company at least 7 days before the meeting so that relevant information can be kept ready at the meeting.



11. All the Statutory registers of the company maintained under the Companies Act, 2013 will be open for inspection at the registered office of the company till the date of meeting.

12. . Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the Notice convening the Extra-Ordinary General Meeting (EGM) to be held on Saturday, 02<sup>nd</sup> March, 2024 at 12:00 P.M. The Company has engaged the services of National Securities Depositories Limited (NSDL) to provide the remote e-voting facility. The facility of casting the votes by members using an electronic voting system from a place other than venue of the EGM is termed as "remote e-voting".
- II. The remote-e-voting period begins on 9.00 am on Wednesday, February, 28<sup>th</sup>, 2024 and ends on 5.00 pm on Friday, March, 01<sup>st</sup>, 2024. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of ,i.e., 24.02.2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- III. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- IV. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby,



not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- V. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After</li> </ol>

	<p>successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
<p>Individual Shareholders</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-</p>

(holding securities in demat mode) login through their  
**Depository Participants**

Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**1. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.



- Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
- Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
- Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

**Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?'**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on **"VIEW EVENT DETAILS (CURRENT)"** under **'EVENTS'** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **"VOTE NOW"** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **"IN FAVOUR"**, **"NOT IN FAVOUR"** or **"ABSTAIN"** and click on **"SUBMIT VOTE"**. A confirmation box will be displayed. Click **"OK"** to confirm, else **"CANCEL"** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **"CHANGE PASSWORD"** or **"VIEW/UPDATE PROFILE"** under **"PROFILE"** option on investor portal.





## **2. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

### **Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

### **Investor Mapping:**

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
    - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
    - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

### **Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).

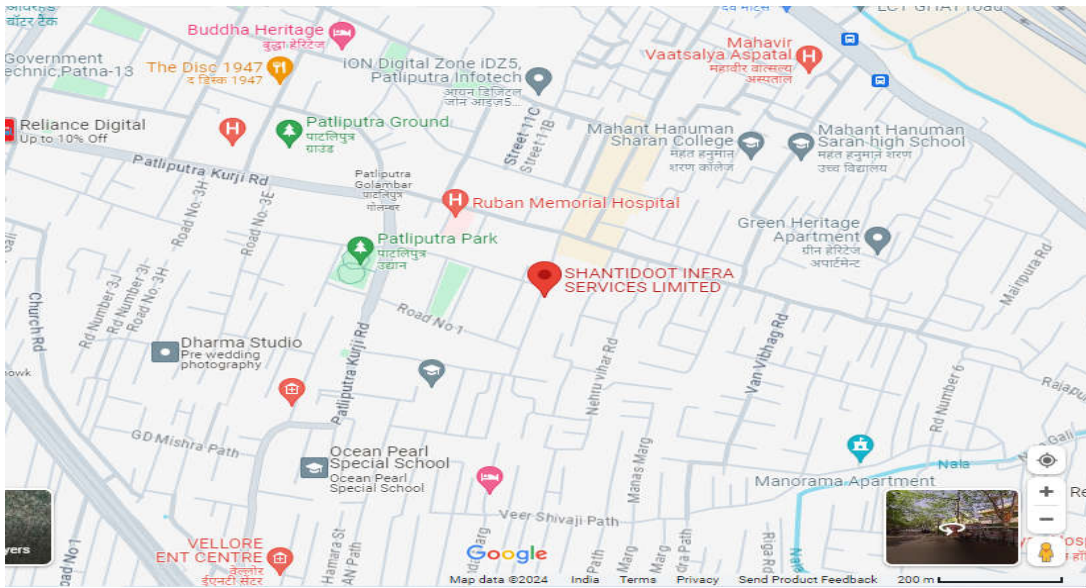
- Custodian can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**Route Map of location**

Venue:- House No. 221, 2nd floor Patliputra Colony, Patna, Bihar, India, 800013



<https://maps.app.goo.gl/3cSjZgtpryLjnQH6A>



**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES 2013:**

**Item No. 1: To Appoint Mr. Uday Goswami (DIN:10484962) as an Independent Director of the Company**

Since the Company planned to set standards of good corporate governance and to bring more transparency in the management and operations of the Company, the board members of the Company decided to appoint **Mr. Uday Goswami (DIN:10484962)** Non-Executive Independent Directors on the Board of the Company.

The board of directors, in its meeting recommended the appointment of **Mr. Uday Goswami (DIN:10484962)** as non-executive independent director for a great value addition to the Company and will guide the Company in the matters related to the business of our Company and he will provide his expertise & inputs for ensuring that the board adheres to the good corporate's practices subject to the approval of the Shareholders in Extra-Ordinary General meeting;

The aforesaid appointee has declared that he is not disqualified from being appointed as director in terms Section 164 of the act and that he meets the criteria of the independent of the management as well.

In Compliance with the provision of the section 149(6) read with the Schedule IV of the Act, the appointment of **Mr. Uday Goswami (DIN:10484962)** as non-Executive independent Director are being Placed before the Members for their approval. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the directors, Key managerial Personnel of the Company or there deemed to be interested or Concerned in the said resolution.

In view of the above, the Directors recommend the proposed resolution to the members to be passed as Special Resolution.

**Item No. 02: To Appoint Mrs. Mamta Sinha (DIN:10486284) as an Independent Director of the Company**

Since the Company planned to set standards of good corporate governance and to bring more transparency in the management and operations of the Company, the



board members of the Company decided to appoint **Mrs. Mamta Sinha (DIN:10486284)** Non-Executive Independent Directors on the Board of the Company.

The board of directors, in its meeting recommended the appointment of **Mrs. Mamta Sinha (DIN:10486284)** as non-executive independent director for a great value addition to the Company and will guide the Company in the matters related to the business of our Company and she will provide her expertise & inputs for ensuring that the board adheres to the good corporate's practices subject to the approval of the Shareholders in Extra-Ordinary General meeting;

The aforesaid appointee has declared that she is not disqualified from being appointed as director in terms Section 164 of the act and that she meets the criteria of the independent of the management as well.

In Compliance with the provision of the section 149(6) read with the Schedule IV of the Act, the appointment of **Mrs. Mamta Sinha (DIN:10486284)** as non-Executive independent Director are being Placed before the Members for their approval. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

None of the directors, Key managerial Personnel of the Company or there deemed to be interested or Concerned in the said resolution.

In view of the above, the Directors recommend the proposed resolution to the members to be passed as Special Resolution.

**Certify True Copy  
FOR AND ON BEHALF OF BOARD  
SHANTIDOOT INFRA SERVICES LIMITED**



CS PALLAVI PRAMOD BHANDARI  
Company Secretary and Compliance Officer  
M.No. - 57904



### Annexure to Notice

The Statement of Disclosure pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Name of the Director	Shri Uday Goswami
DIN	10484962
Date of Birth	01-11-1972
Qualification	MBA, PG(Sociology)
Date of appointment in the Board	08.02.2024
Shareholding in the Company	Nil
Directorships in other Companies	Nil
Memberships in the Committees of the Board	Nil

Name of the Director	Mrs. Mamta Sinha
DIN	10486284
Date of Birth	06-09-1972
Qualification	B.A.(Hons)
Date of appointment in the Board	08.02.2024
Shareholding in the Company	Nil
Directorships in other Companies	Nil
Memberships in the Committees of the Board	Nil

