

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, 02nd, March, 2024 at 12:00 P.M at the Registered Office of the Company situated at House No.221 2nd 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, 09 2024



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 25TH February, 2024 to 01st 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 in Practice 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, 02nd 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 9.00 am on Wednesday, February, 28th, 2024 and ends 5.00 pm on Friday, March, 01st, 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. The procedure for remote-e-voting is as follows:

13. Route Map of the Meeting venue is attached with notice.

Route Map of location

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



<https://maps.app.goo.gl/3cSjZqtpryLinQH6A>

0612 227 1960



info@shantidootinfra.com
www.shantidootinfra.com



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

