



# SONU INFRATECH LIMITED

MECHANICAL, ELECT. & CIVIL COMPANY  
GOVERNMENT APPROVED COMPANY

Date: December 23, 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 Extra Ordinary General Meeting of the company.**

***Ref: Sonu Infratech Limited (SYMBOL/ISIN: SONUINFRA/INE0JZA01018)***

Pursuant to Regulation 30 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of Extra-ordinary General Meeting dated, December 17, 2024 ("the Notice") together with the Explanatory statement seeking approval of the members of the Company for resolution as set out in the notice, in respect of Extra Ordinary General Meeting of the Members of Sonu Infratech Limited ("the company") to be held on Thursday, January 16, 2025 at 12:00 noon through Video Conference (VC) or Other Audio Visual Means (OAVM).

The Notice is being sent only through electronic mode to the members whose names appear in the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited and whose email id is registered with the Company/Depositories, as on Thursday, January 09, 2025.

The Company has engaged the services of National Securities Depository Limited ("NSDL"), for providing remote e-voting facility to all members. The e-voting facility will be available during the following period:

**Commencement of e-voting:** 9:00 A.M. on Monday, January 13, 2025

**End of e-voting:** 5:00 P.M. on Wednesday, January 15, 2025

The Notice is also available on the Company's website at [www.sonuinfratech.com](http://www.sonuinfratech.com).

Thanking you,

Yours faithfully,  
**For, Sonu Infratech Limited**

**Ramji Shrinarayan Pandey**  
Chairman & Managing Director  
DIN: 02815473

**Place: Jamnagar**  
**Encl: Notice of EOGM**

The CIN of the company is U45500GJ2017PLC099276

Platinum 404, 4th Floor, Park Colony, Opp. Joggers Park, Jamnagar. (GUJ.)  
Ph. : 0288 - 2555089 E-mail : [info@sonuinfratech.com](mailto:info@sonuinfratech.com) Website : [www.sonuinfratech.com](http://www.sonuinfratech.com)

**SONU INFRATECH LIMITED**MECHANICAL, ELECT. & CIVIL COMPANY  
GOVERNMENT APPROVED COMPANY**NOTICE OF EXTRA ORDINARY GENERAL MEETING****Pursuant to Section 101 of the Companies Act, 2013 read with Companies  
(Management & Administration) Rules, 2014****To,  
The Member(s)**

**NOTICE** is hereby given that an Extra-Ordinary General Meeting of the members of Sonu Infratech Limited will be held on Thursday, January 16, 2025 at 12:00 Noon through video conference ("VC") or Other Audio Visual Means (OAVM), to transact the following businesses:

**SPECIAL BUSINESSES****ITEM NO.1****TO ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS:**

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions, sanctions, which the board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorized to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 1941000 (Nineteen Lakh Forty-One Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid up, on a preferential basis ("Preferential Issue"), to the Proposed allottees belonging to Non-Promoters/Public, as stated herein below, at an issue price of Rs. 75.00 per equity Shares (including premium of Rs. 65.00 per equity Shares), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard:

Sr. No.	Name of Proposed Allottees	Category	No of Equity shares proposed to be issued
1.	SANDEEP SINGH	Non-Promoter	96000
2.	VICCO LABORATORIES GOA	Non-Promoter	96000
3.	SMART HORIZON OPPORTUNITY FUND	Non-Promoter	96000
4.	AMIT R AGARWAL	Non-Promoter	69000
5.	RAJESH KUMAR SINGLA	Non-Promoter	69000
6.	RAKESH LAROA	Non-Promoter	69000
7.	VIVEK CHADHA	Non-Promoter	66000
8.	SURINDER KUMAR	Non-Promoter	45000
9.	JASMEET SINGH BUDHIRAJA	Non-Promoter	42000
10.	AMIT RAJVANSHI	Non-Promoter	42000
11.	VINEET GUPTA	Non-Promoter	42000

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12.	PRIYANKA AHLAWAT	Non-Promoter	27000
13.	ABHAYADEEP SINGH	Non-Promoter	45000
14.	UPMA SINGH	Non-Promoter	54000
15.	AJAY SINGH	Non-Promoter	33000
16.	URVI TRIVEDI	Non-Promoter	33000
17.	NIKHIL JADHAV	Non-Promoter	33000
18.	ANUJ SETHI	Non-Promoter	33000
19.	MITHUN PRAKASH NIMJE	Non-Promoter	33000
20.	RAHUL SEHGAL	Non-Promoter	33000
21.	NAVYARTH CAPITAL ADVISORS PRIVATE LIMITED	Non-Promoter	33000
22.	ALL ROUNDER MARKETING PVT LTD	Non-Promoter	33000
23.	ASTHA PURWAR	Non-Promoter	33000
24.	NEETA KUMAR	Non-Promoter	33000
25.	ALI ABBAS MUKADAM	Non-Promoter	33000
26.	C NAVRATHAN JAIN	Non-Promoter	33000
27.	MAYANK KHANNA	Non-Promoter	33000
28.	VIJAY NANJI SODHA	Non-Promoter	33000
29.	ASHISH GUPTA	Non-Promoter	33000
30.	MADHU PANT	Non-Promoter	33000
31.	PANKAJ SHARMA	Non-Promoter	33000
32.	ANIL MANCHANDA	Non-Promoter	33000
33.	ANSHU GUPTA	Non-Promoter	33000
34.	REGAN MITHANI	Non-Promoter	33000
35.	PRAVEEN KUMAR	Non-Promoter	33000
36.	MAYANK SINGH	Non-Promoter	33000
37.	SHANTI PROPERTIES	Non-Promoter	33000
38.	VIVEK LAHOTI	Non-Promoter	33000
39.	GARGI MOHAN	Non-Promoter	33000
40.	MUSTAFA ZOEK KACHWALA	Non-Promoter	33000
41.	ADARSH LADDA	Non-Promoter	33000
42.	ROHIT AGRAWAL	Non-Promoter	33000
43.	VIKAS KUMAR AGARWAL	Non-Promoter	33000
44.	UPNEET GROVER	Non-Promoter	33000
45.	CHANDRA PRAKASH RATHORE	Non-Promoter	33000
46.	JETHWA MOHMEDSOEB MUSABHAI	Non-Promoter	33000
47.	DHRUF VINESH MEHTA	Non-Promoter	27000
<b>TOTAL</b>			<b>1941000</b>

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price (inclusive of premium) for the Preferential Allotment of the Equity Shares is Tuesday, December 17, 2024, being the date 30 days prior to the deemed date of passing of resolution via Extra Ordinary General Meeting.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The full consideration ('Cash Consideration') in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.
- The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company bearing ISIN: INE0JZA01018 in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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- c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.
- d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- e) The equity shares so offered, issued and allotted will be listed on the Emerge Platform of National Stock Exchange of India Limited, where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the equity shares of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the equity shares of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

**RESOLVED FURTHER THAT** Executive Directors of the Company, be and are hereby severally authorized, on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations and that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

## **ITEM NO. 2:**

### **TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreements entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory Authorities') from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ('Members') be and is hereby accorded to the Board to create, issue, offer and allot up to 3650000 (Thirty Six Lakh Fifty Thousand Only) Fully Convertible Warrants ("Equity Warrant(s)") each convertible into, or exchangeable for, 1 (One) fully paid up

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equity share of the Company of Face Value of Rs. 10/- (Rupees Ten Only) each to Promoters/Promoter Group/Non-Promoters/Public of the company, ("Warrant Holder(s)" / "Proposed Allottee(s)") as stated herein below, consideration of which shall be payable in cash, at price of Rs. 75.00 Per Warrant ("Warrants Issue Price"), being issue price determined as on the relevant date in accordance with the SEBI (ICDR) Regulations and Valuation Report of Registered Valuer or such other higher price, in such manner, in one or more tranches and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws in this regard;

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	DIPTI KETAN MODI	Promoter Group	273000
2.	ARPITKUMAR PANDEY	Promoter Group	219000
3.	SONU PANDEY	Promoter Group	219000
4.	RAMJI SHRINARAYAN PANDEY	Promoter	222000
5.	SEEMA PANDEY	Promoter Group	222000
6.	KETAN VALLABHDAS MODI	Promoter	273000
7.	RAMJI SHRINARAYAN PANDEY HUF	Promoter Group	222000
8.	NETRA PANDEY	Non-Promoter	75000
9.	ABHISHEK PANDEY	Non-Promoter	33000
10.	POOJA PANDEY	Non-Promoter	57000
11.	RAJEEV PANDEY	Non-Promoter	24000
12.	SANJAY PANDEY	Non-Promoter	24000
13.	NISHANT KUMAR	Non-Promoter	75000
14.	MAYANK KUMAR	Non-Promoter	60000
15.	PRASHANT KUMAR	Non-Promoter	60000
16.	AYUSH DUBEY	Non-Promoter	72000
17.	RAKSHA DUBEY	Non-Promoter	72000
18.	SACHIN KALONI	Non-Promoter	54000
19.	BEENA KAPRI	Non-Promoter	24000
20.	DINESH CHANDRA	Non-Promoter	54000
21.	HEMA DEVI	Non-Promoter	24000
22.	PIYUSH DIXIT	Non-Promoter	24000
23.	ZATIYA TEJAS SUBHASHBHAI	Non-Promoter	99000
24.	THERMAL TYCOON PRIVATE LIMITED	Non-Promoter	350000
25.	DATTANI DOLLY	Non-Promoter	24000
26.	SCAC CONSTRUCTION PRIVATE LIMITED	Non-Promoter	99000
27.	PRATISHKUMAR P PABARI	Non-Promoter	21000
28.	POPAT JEET PANKAJBHAI	Non-Promoter	24000
29.	POPAT PANKAJ JAYESHBHAI	Non-Promoter	33000
30.	KANCHAVA ANJANABA JITUBHA	Non-Promoter	21000
31.	PRADEEP KUMAR DAGA	Non-Promoter	6000
32.	DINESHSINH S KANCHAVA	Non-Promoter	21000
33.	KANCHVA JITUBHA	Non-Promoter	21000
34.	KANCHAVA PARAJITSINH	Non-Promoter	21000
35.	KANCHVA DHIRAJBA	Non-Promoter	21000
36.	KANCHAVA MANJULABA P	Non-Promoter	21000
37.	AMLESH KUMAR CHANDRAVANSHI	Non-Promoter	60000
38.	ARCHANA CHANDRAVANSHI	Non-Promoter	42000
39.	SUNAINA DEVI	Non-Promoter	60000
40.	KEVAL SHAH	Non-Promoter	30000
41.	DHARMENDRA SHAH	Non-Promoter	33000
42.	HEENA DHARMENDRA SHAH	Non-Promoter	33000

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43.	MAPARA KASHISH	Non-Promoter	36000
44.	MAPARA SHIVAM	Non-Promoter	36000
45.	MAPARA DHAVAL RAJESH	Non-Promoter	36000
46.	DHAIRYA RAJESH MAPARA	Non-Promoter	36000
47.	GANDHECHA KALPESH	Non-Promoter	24000
48.	VIVEK PANDEY	Non-Promoter	60000
TOTAL			3650000

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum price for the Preferential Allotment of the Warrants shall be Tuesday, December 17, 2024 ("Relevant Date"), being the day 30 days prior to the date of passing of special resolution at this Extraordinary General Meeting;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of Warrants and consequent allotment of equity shares to the Proposed Allottees/warrant holders under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- Each warrant is convertible into 1 (One) Equity Share and the conversion can be exercised by warrant holder at any time in one or more tranches, Within Eighteen (18) months from date of allotment of warrants (the "Warrant Exercise Period") on such other terms and conditions as applicable. The conversion of warrants shall be permitted subject to compliance with the Annual Limits of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- The warrants by itself do not give to the warrants holder any rights of the shareholder(s) of the Company.
- The proposed warrants shall be issued and allotted by the Company to proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
- The warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation/ sub-division/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- The warrant holder(s) shall be entitled to the option of exercising any or all of the warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion.
- The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees;
- The Equity Shares to be so allotted on exercise of option of conversion of warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;

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- k) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations;
- l) The warrants being allotted shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants of the Company and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants of the Company.

**RESOLVED FURTHER THAT** subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the investor, as may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including but without limitation to, issuing clarifications, resolving all questions or doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise with regard to the offer, issue and allotment of the Warrants and/or Equity Shares and on conversion of such Warrants and listing thereof with the Stock Exchange as appropriate including admission of such Warrants and/or Equity Shares to be allotted on exercise of option attached to such Warrants with the depositories and corporate actions thereof and utilisation of proceeds of the preferential issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution and delegate all or any of the powers herein conferred by above resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person.”

**For, Sonu Infratech Limited**

**Sd/-**

**Ramji Shrinarayan Pandey**  
**Chairman & Managing Director**  
**DIN: 02815473**

**Place: Jamnagar**  
**Date: December 17, 2024**

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# SONU INFRA TECH LIMITED

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## EXPLANATORY STATEMENT

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

### **ITEM NO. 1**

#### **TO ISSUE OF EQUITY SHARES OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION**

In terms of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10.00 each of the Company ('Equity Shares') are listed, the Board of Directors of the Company, in their meeting held on December 17, 2024, subject to approval of shareholders of the Company by way of special resolution, approved the issue of up to 1941000 (Nineteen Lakh Forty-One Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the proposed allottees as mentioned in the resolution. The Board seeks approval of the Members of the Company, by way of Special Resolution, for issue and allotment of Equity Shares on preferential basis to the Proposed Allottees.

#### **It may be noted that;**

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees, if any, are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date, being Tuesday, December 17, 2024.
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice will be sent in respect of the EOGM seeking shareholders' approval by way of Special Resolution.

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

#### **A. Particulars of the Preferential Issue including date of passing of Board resolution.**

The Board of Directors at its meeting held on December 17, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 1941000 (Nineteen Lakh Forty-One Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 75.00 per equity Shares (including premium of Rs. 65.00 per equity Shares) aggregating up to Rs. 14,55,75,000 (Fourteen Crore Fifty-Five Lakh Seventy-Five Thousand only) for cash consideration, on a preferential basis.

#### **B. Number of Shares, Kinds of securities offered and the price at which security is being offered.**

To create, issue, offer and allot up to 1941000 (Nineteen Lakh Forty-One Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, on a preferential basis ("Preferential Issue"), to the Proposed Allottees at an issue price of Rs. 75.00 per equity Shares (including premium of Rs. 65.00 per equity Shares) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations and upon such terms and conditions as may be deemed

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appropriate by the Board in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

**C. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & Pricing of the preferential issue:**

The Equity Shares of Company are listed on National Stock Exchange of India Limited for a period of more than 90 trading days as on the relevant date i.e. Tuesday, December 17, 2024 and are frequently traded in accordance with SEBI ICDR Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

**a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:**

If the equity shares of the Company have been listed on a recognised stock exchanges for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- i. The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- ii. The 10 trading days’ volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

**b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:**

Article of Association provides for method of determination which does not result in floor price higher than that determine under ICDR Regulation.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:
- OR
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated December 17, 2024, from Mr. Abhishek Chhajed, an Independent Registered Valuer having its office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://sonuinfratech.com/> under Investor Relations tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 69.81 (Sixty-Nine Rupees and Eighty-One paise only).

However, the issue price for this Preferential Issue is kept at Rs. 75 per Equity Share including Security Premium of Rs. 65 per Equity Share which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

**D. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The allotment is proposed to be made for cash only.

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**E. The price or price band at/within which the allotment is proposed:**

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 75.00 (Rupees Seventy-Five only) Per Equity Share including Security Premium of Rs. 65.00 (Rupees Sixty Five only) Per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

**F. Amount which the company intends to raise by way of such Equity Shares:**

Rs. 14,55,75,000 (Fourteen Crore Fifty-Five Lakh Seventy-Five Thousand only).

**G. The Objects of the issue through preferential offer:**

The proceeds of the Preferential Issue will be utilized for prepayment of borrowings of the Company, to make requisite investments in subsidiaries/associates/joint ventures, working capital requirements, to fund the bidding process for work orders from NHAI and other authorities, and other general corporate purposes of the Company.

**H. The total number of securities to be issued:**

The total number of Equity Shares proposed to be issued is Up to 1941000 (Nineteen Lakh Forty-One Thousand Only) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

**I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer.**

None of the Person falling under Promoters, Promoters Group, Directors or Key Managerial Personnel intends to subscribe this offer i.e. Equity Shares, However, Mr. Ramji Shrinarayan Pandey, & Mr. Ketan Vallabhdas Modi, the Promoters and Mr. Arpitkumar Pandey, Mr. Sonu Pandey, Mrs. Dipti Ketan Modi, Mrs. Seema Pandey & Ramji Shrinarayan Pandey HUF the Promoters group of the Company intends to subscribe Equity warrants.

**J. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of Equity Shares is proposed to be made to the :-

- a) Public - Non-Institutional – Individuals
- b) Public - Non-Institutional - NRI
- c) Public - Non-Institutional –Body Corporate
- d) Public - Non-Institutional – Partnership Firm
- e) Public - Institutional-AIF Category III

**K. Shareholding Pattern of the Company before and after the Preferential Issue:**

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	Pre-Issue <sup>(1)</sup>		Post-Issue <sup>(2)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>A. Promoter &amp; Promoter Group</b>				
<b>1. Indian</b>				
Individuals/ Hindu Undivided Family	5138000	65.45	6788000	50.50
Any other	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>5138000</b>	<b>65.45</b>	<b>6788000</b>	<b>50.50</b>
<b>2. Foreign</b>				
Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
Any other	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5138000</b>	<b>65.45</b>	<b>6788000</b>	<b>50.50</b>

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<b>B. Non-promoters' holding (Public shareholding)</b>				
<b>1. Institutions (Foreign)</b>				
Foreign Portfolio Investors Category I	24000	0.31	24000	0.18
Foreign Portfolio Investors category II	-	-	-	-
<b>Institutions (Domestic)</b>				
Banks	-	-	-	-
Alternate Investment Funds Category III	-	-	96000	0.71
<b>Sub-Total (B) (1)</b>	<b>24000</b>	<b>0.31</b>	<b>120000</b>	<b>0.89</b>
<b>2. Central Government/State Government(s)/President of India</b>	-	-	-	-
<b>Sub-Total (B) (2)</b>	-	-	-	-
<b>3. Non-institutions</b>				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs	1548000	19.72	1554000	11.56
ii. Individual shareholders holding nominal share capital more than Rs. 2 lakhs	528000	6.73	3579000	26.63
Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
Bodies Corporate	396000	5.04	911000	6.78
Non-Resident Indians (NRIs)	75000	0.96	219000	1.63
b) Any Other (Specify)	141000	1.80	270000	2.01
<b>Sub-Total (B) (3)</b>	<b>2688000</b>	<b>34.24</b>	<b>6533000</b>	<b>48.61</b>
<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>2712000</b>	<b>34.55</b>	<b>6653000</b>	<b>49.50</b>
<b>C. Shares held by Custodians and against which Depository</b>	-	-	-	-
<b>Sub Total (C)</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>7850000</b>	<b>100.00</b>	<b>13441000</b>	<b>100.00</b>

**Note:**

- 1) The Pre Issue Shareholding Pattern is based on shareholding as on December 13, 2024.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

**L. The time within which the preferential issue shall be completed:**

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock

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exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

**M. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.**

Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
1.	SANDEEP SINGH	Public	Public	Self	96000	0.71
2.	VICCO LABORATORIES GOA	Public	Public	DEEP YESHWANT PENDHARKAR, DEVESH SUMANT PENDHARKAR, AMIT ASHOK PENDHARKAR	96000	0.71
3.	SMART HORIZON OPPORTUNITY FUND	Public	Public	HEENA PARTH SHAH	96000	0.71
4.	AMIT R AGARWAL	Public	Public	Self	69000	0.51
5.	RAJESH KUMAR SINGLA	Public	Public	Self	69000	0.51
6.	RAKESH LAROIA	Public	Public	Self	69000	0.51
7.	VIVEK CHADHA	Public	Public	Self	66000	0.49
8.	SURINDER KUMAR	Public	Public	Self	45000	0.33
9.	JASMEET SINGH BUDHIRAJA	Public	Public	Self	42000	0.31
10.	AMIT RAJVANSHI	Public	Public	Self	42000	0.31
11.	VINEET GUPTA	Public	Public	Self	45000	0.33
12.	PRIYANKA AHLAWAT	Public	Public	Self	27000	0.20
13.	ABHAYADEEP SINGH	Public	Public	Self	45000	0.33
14.	UPMA SINGH	Public	Public	Self	54000	0.40
15.	AJAY SINGH	Public	Public	Self	33000	0.25
16.	URVI TRIVEDI	Public	Public	Self	33000	0.25
17.	NIKHIL JADHAV	Public	Public	Self	33000	0.25
18.	ANUJ SETHI	Public	Public	Self	33000	0.25
19.	MITHUN PRAKASH NIMJE	Public	Public	Self	33000	0.25
20.	RAHUL SEHGAL	Public	Public	Self	33000	0.25
21.	NAVYARTH CAPITAL ADVISORS PRIVATE LIMITED	Public	Public	MOHIT BASER SAKSHI BANGAR	33000	0.25
22.	ALL ROUNDER MARKETING PVT LTD	Public	Public	RAJIV MEHTA	33000	0.25
23.	ASTHA PURWAR	Public	Public	Self	33000	0.25
24.	NEETA KUMAR	Public	Public	Self	33000	0.25
25.	ALI ABBAS MUKADAM	Public	Public	Self	33000	0.25
26.	C NAVRATHAN JAIN	Public	Public	Self	33000	0.25

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Sr. No.	Name of Proposed Allottees	Current Status of the Allottees	Proposed Status of the Allottees	Ultimate Beneficial Owner	Post Issue Shareholding*	
					No. of Equity Shares	% of Post Issue Capital
27.	MAYANK KHANNA	Public	Public	Self	33000	0.25
28.	VIJAY NANJI SODHA	Public	Public	Self	33000	0.25
29.	ASHISH GUPTA	Public	Public	Self	33000	0.25
30.	MADHU PANT	Public	Public	Self	33000	0.25
31.	PANKAJ SHARMA	Public	Public	Self	33000	0.25
32.	ANIL MANCHANDA	Public	Public	Self	33000	0.25
33.	ANSHU GUPTA	Public	Public	Self	33000	0.25
34.	REGAN MITHANI	Public	Public	Self	33000	0.25
35.	PRAVEEN KUMAR	Public	Public	Self	33000	0.25
36.	MAYANK SINGH	Public	Public	Self	33000	0.25
37.	SHANTI PROPERTIES	Public	Public	KULIN SHANTILAL VORA, ROCKY RASIKLAL VORA, JIGNA BHOGILAL VORA,	33000	0.25
38.	VIVEK LAHOTI	Public	Public	Self	33000	0.25
39.	GARGI MOHAN	Public	Public	Self	33000	0.25
40.	MUSTAFA ZOEK KACHWALA	Public	Public	Self	33000	0.25
41.	ADARSH LADDA	Public	Public	Self	33000	0.25
42.	ROHIT AGRAWAL	Public	Public	Self	33000	0.25
43.	VIKAS KUMAR AGARWAL	Public	Public	Self	33000	0.25
44.	UPNEET GROVER	Public	Public	Self	33000	0.25
45.	CHANDRA PRAKASH RATHORE	Public	Public	Self	33000	0.25
46.	JETHWA MOHMEDSOEB MUSABHAI	Public	Public	Self	33000	0.25
47.	DHRUF VINESH MEHTA	Public	Public	Self	27000	0.20

None of the Proposed Allottees have been allotted any securities of the Company during the financial year 2024-25 (till the date of this notice).

**N. Relevant Date:**

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Tuesday, December 17, 2024, being the date thirty day prior to the deemed date of passing of Special Resolution through Extra Ordinary General Meeting, in accordance with the SEBI ICDR Regulations.

**O. Principle terms of assets charged as securities**

Not Applicable

**P. Valuation and justification for the allotment proposed to be made for consideration other than cash.**

Not Applicable

**Q. Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of equity shares.

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**R. Undertaking regarding re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

**S. Certificate of Practicing Company Secretary:**

The Company has obtained the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at [www.sonuinfratech.com](http://www.sonuinfratech.com) under Investors Tab.

**T. Lock in Period:**

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

**U. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis during the current financial year 2024-25. (till the date of this notice).

**V. Listing:**

The Company will make an application to National Stock Exchange of India Limited, at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

**W. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:**

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement herein above shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolution.

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**ITEM NO. 2:**

**TO ISSUE OF FULLY CONVERTIBLE EQUITY WARRANTS OF THE COMPANY ON A PREFERENTIAL BASIS: SPECIAL RESOLUTION**

The Board of Directors at its meeting dated December 17, 2024 have proposed to create, offer, issue and allot Up to 3650000 (Thirty-Six Lakh Fifty Thousand Only) Fully Convertible Equity Warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 75.00 per warrants each to be payable in cash ("Warrant Issue Price"), aggregating Up to Rs. 27,37,50,000 (Twenty-Seven Crore Thirty-Seven Lakh Fifty Thousand only) ("Total Issue Size") on a preferential basis to Promoters/Promoter Group/Non-Promoters/Public Category Shareholder ("Warrant Holder(s)" / "Proposed Allottees"), on preferential basis.

In terms of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI (ICDR) Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with National Stock Exchange of India Limited, ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed, approval of shareholders of the Company by way of special resolution is required for allotment of Warrants on preferential basis to the Proposed Allottees of the Company.

**It may be noted that;**

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allottees are in dematerialised form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. None of the Promoters and Directors of the Company are fugitive economic offender.
6. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories.
7. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Tuesday, December 17 2024.
8. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

- a) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;
- b) In accordance with the provisions of Regulation 161 of SEBI (ICDR) Regulations, the 'Relevant Date' for the Warrant issue is determined to be Tuesday, December 17, 2024.
- c) In accordance with the applicable provisions of the SEBI (ICDR) Regulations an amount of Rs. 18.75 (Eighteen Rupees seventy-five paise only) which is equivalent to 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");
- d) The Warrant Holders shall be, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of Rs. 56.25 (Fifty-six Rupees twenty-five paise only) being 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;
- e) On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;

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- f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised within end of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
- g) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations;
- h) The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking Listing approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;
- i) The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, SEBI (ICDR) Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities;
- j) The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Tuesday, December 17, 2024. The Proposed Allottees has represented that they have not sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date;

In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations), necessary information or details in respect of the proposed Preferential Issue of Warrants are as under:

## A. The objects of the Preferential Issue:

The proceeds of the Preferential Issue will be utilized for prepayment of borrowings of the Company, to make requisite investments in subsidiaries/associates/joint ventures, working capital requirements, to fund the bidding process for work orders from NHAI and other authorities, and other general corporate purposes of the Company.

## B. The price or price band at/within which the allotment is proposed

There shall be no price band. All the warrants under this preferential issue shall be made at an issue price of Rs. 75.00 (Rupees Seventy-five only) per warrant including Security Premium of Rs. 65.00 (Rupees Sixty-five only) per warrant, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

## C. Name of the proposed allottees and the no. of warrants proposed to be allotted to them:

Sr. No.	Name of Proposed Allottees	Category	No. of Warrants Convertible to Equity proposed to be issued
1.	DIPTI KETAN MODI	Promoter Group	273000
2.	ARPITKUMAR PANDEY	Promoter Group	219000
3.	SONU PANDEY	Promoter Group	219000
4.	RAMJI SHRINARAYAN PANDEY	Promoter	222000
5.	SEEMA PANDEY	Promoter Group	222000
6.	KETAN VALLABHDAS MODI	Promoter	273000
7.	RAMJI SHRINARAYAN PANDEY HUF	Promoter Group	222000
8.	NETRA PANDEY	Non-Promoter	75000
9.	ABHISHEK PANDEY	Non-Promoter	33000
10.	POOJA PANDEY	Non-Promoter	57000
11.	RAJEEV PANDEY	Non-Promoter	24000
12.	SANJAY PANDEY	Non-Promoter	24000
13.	NISHANT KUMAR	Non-Promoter	75000
14.	MAYANK KUMAR	Non-Promoter	60000

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15.	PRASHANT KUMAR	Non-Promoter	60000
16.	AYUSH DUBEY	Non-Promoter	72000
17.	RAKSHA DUBEY	Non-Promoter	72000
18.	SACHIN KALONI	Non-Promoter	54000
19.	BEENA KAPRI	Non-Promoter	24000
20.	DINESH CHANDRA	Non-Promoter	54000
21.	HEMA DEVI	Non-Promoter	24000
22.	PIYUSH DIXIT	Non-Promoter	24000
23.	ZATIYA TEJAS SUBHASHBHAI	Non-Promoter	99000
24.	THERMAL TYCOON PRIVATE LIMITED	Non-Promoter	350000
25.	DATTANI DOLLY	Non-Promoter	24000
26.	SCAC CONSTRUCTION PRIVATE LIMITED	Non-Promoter	99000
27.	PRATISHKUMAR P PABARI	Non-Promoter	21000
28.	POPAT JEET PANKAJBHAI	Non-Promoter	24000
29.	POPAT PANKAJ JAYESHBHAI	Non-Promoter	33000
30.	KANCHAVA ANJANABA JITUBHA	Non-Promoter	21000
31.	PRADEEP KUMAR DAGA	Non-Promoter	6000
32.	DINESHSINH S KANCHAVA	Non-Promoter	21000
33.	KANCHVA JITUBHA	Non-Promoter	21000
34.	KANCHAVA PARAJITSINH	Non-Promoter	21000
35.	KANCHVA DHIRAJBA	Non-Promoter	21000
36.	KANCHAVA MANJULABA P	Non-Promoter	21000
37.	AMLESH KUMAR CHANDRAVANSHI	Non-Promoter	60000
38.	ARCHANA CHANDRAVANSHI	Non-Promoter	42000
39.	SUNAINA DEVI	Non-Promoter	60000
40.	KEVAL SHAH	Non-Promoter	30000
41.	DHARMENDRA SHAH	Non-Promoter	33000
42.	HEENA DHARMENDRA SHAH	Non-Promoter	33000
43.	MAPARA KASHISH	Non-Promoter	36000
44.	MAPARA SHIVAM	Non-Promoter	36000
45.	MAPARA DHAVAL RAJESH	Non-Promoter	36000
46.	DHAIRYA RAJESH MAPARA	Non-Promoter	36000
47.	GANDHECHA KALPESH	Non-Promoter	24000
48.	VIVEK PANDEY	Non-Promoter	60000
<b>TOTAL</b>			<b>3650000</b>

**D. Particulars of offer including the date of Board Meeting, kind of securities offered, maximum number of securities to be issued and the issue price:**

The Board of Directors of the Company at their meeting held on December 17, 2024 proposed to issue and allot up to 3650000 (Thirty-Six Lakh Fifty Thousand Only) Fully Convertible warrants at a price of Rs. 75/- (Rupees Seventy-five only) per warrant each convertible into 1 (One) Equity share of face value of Rs. 10.00/- each at a premium of Rs. 65/- (Rupees Sixty-five only) per warrants aggregating to not more than Rs. 27,37,50,000 (Twenty-Seven Crore Thirty-Seven Lakh Fifty Thousand only) to the proposed allottees.

**E. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue;**

The Equity Shares of Company are listed on Emerge Platform of National Stock Exchange of India Limited, for a period of more than 90 trading days as on the relevant date i.e. Tuesday, December 17, 2024 and are frequently traded in accordance with the SEBI (ICDR) Regulations.

The Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

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**a) In case of “frequently traded shares (Regulation 164(1) of the SEBI ICDR Regulations:**

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following;

- iii. The 90 trading days’ volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- iv. The 10 trading days’ volume weighted average prices of the related equity shares quoted on are recognised stock exchange preceding the relevant date.

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

**b) In case of Change in Control or allotment of more than five per cent. (Regulation 166A(1) of the SEBI ICDR Regulations:**

Article of Association provides for method of determination which does not result in floor price higher than that determine under ICDR Regulation.

However, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottees and the Allottees acting in concert, the pricing of the Equity Shares to be allotted shall be the higher of the following parameters:

- i. Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares:
- OR
- ii. Price determined as per provisions of the Regulation 166A (1) of the SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated, December 17, 2024 from Mr. Abhishek Chhajed, an Independent Registered Valuer having its office at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009 and Registration No: IBBI/RV/03/2020/13674 and the copy of the same has been hosted on the website of the Company which can be accessed at <https://sonuinfratech.com/> under Investor Relations tab. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) r.w. Regulation 166 A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 69.81 (Sixty-Nine Rupees and Eighty-One paise only).

However, the issue price for this Preferential Issue is kept at Rs. 75 per Equity warrants including Security Premium of Rs. 65 per Equity warrants which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

**F. Name and address of valuer who performed valuation;**

Pursuant to the provision of SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022, the Company has obtained a Valuation Report dated December 17, 2024 issued by a Registered Valuer namely CS Abhishek Chhajed, RV registration no. IBBI/RV/03/2020/13674 having office situated at B/1115 Sun West Bank, Opp. City Gold Cinema, Ashram Road, Ahmedabad-380009.

**G. Relevant date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the determination of the minimum price for the Warrants / Equity Shares to be issued is Tuesday, December 17, 2024, being the day 30 days prior to the date of passing of the special resolution at this Extraordinary General Meeting (i.e. January 16, 2025);

**H. Amount which the company intends to raise by way of such securities;**

Rs. 27,37,50,000 (Twenty-Seven Crore Thirty-Seven Lakh Fifty Thousand only)

**I. The intention of Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

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Except Mr. Ramji Shrinarayan Pandey, & Mr. Ketan Vallabhdas Modi, the Promoters and Mr. Arpitkumar Pandey, Mr. Sonu Pandey, Mrs. Dipti Ketan Modi, Mrs. Seema Pandey & Ramji Shrinarayan Pandey HUF the Promoters group of the Company, none of the other Promoter(s)/Director(s)/Key Managerial Personnel/Senior Management intended to subscribe to the convertible warrants proposed to be issued by the Company.

**J. Proposed time within which the proposed preferential issue shall be completed:**

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of this resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such last approvals or permissions.

Warrant Holders has an option to convert warrants, at any time, in one or more tranches, Within Eighteen (18) months from date of allotment of warrants on payment of 75% balance amount due on warrants, into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- each.

**K. Confirmations regarding wilful defaulter or a fraudulent borrower/ fugitive, if any:**

Neither the Company nor its promoters nor its directors have been identified as wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

**L. Requirements as to re-computation of price:**

Since the Equity Shares of the Company are listed on recognized stock exchange for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the SEBI (ICDR) Regulations and the disclosures and undertakings required pursuant to Regulation 163(1) (g) and (h) of the SEBI (ICDR) Regulations are not applicable.

However, the Company undertakes to re-compute the price of the warrants issued in terms of the preferential allotment under this resolution as per the provision of the SEBI (ICDR) Regulations, 2018 where it is required to do so. The Company undertakes that if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the specified warrants shall continue to be locked-in till the time such amount is paid by the allottees.

**M. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis during the financial year 2024-25 till the date of this Notice.

**N. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:**

Sr. No.	Name of Proposed Allottees	Current Status of the Proposed Allottees	Proposed Status of the Proposed Allottees post the preferential issue
1.	DIPTI KETAN MODI	Promoter Group	Promoter Group
2.	ARPITKUMAR PANDEY	Promoter Group	Promoter Group
3.	SONU PANDEY	Promoter Group	Promoter Group
4.	RAMJI SHRINARAYAN PANDEY	Promoter	Promoter
5.	SEEMA PANDEY	Promoter Group	Promoter Group
6.	KETAN VALLABHDAS MODI	Promoter	Promoter
7.	RAMJI SHRINARAYAN PANDEY HUF	Promoter Group	Promoter Group
8.	NETRA PANDEY	Non-Promoter	Non-Promoter
9.	ABHISHEK PANDEY	Non-Promoter	Non-Promoter
10.	POOJA PANDEY	Non-Promoter	Non-Promoter
11.	RAJEEV PANDEY	Non-Promoter	Non-Promoter
12.	SANJAY PANDEY	Non-Promoter	Non-Promoter

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13.	NISHANT KUMAR	Non-Promoter	Non-Promoter
14.	MAYANK KUMAR	Non-Promoter	Non-Promoter
15.	PRASHANT KUMAR	Non-Promoter	Non-Promoter
16.	AYUSH DUBEY	Non-Promoter	Non-Promoter
17.	RAKSHA DUBEY	Non-Promoter	Non-Promoter
18.	SACHIN KALONI	Non-Promoter	Non-Promoter
19.	BEENA KAPRI	Non-Promoter	Non-Promoter
20.	DINESH CHANDRA	Non-Promoter	Non-Promoter
21.	HEMA DEVI	Non-Promoter	Non-Promoter
22.	PIYUSH DIXIT	Non-Promoter	Non-Promoter
23.	ZATIYA TEJAS SUBHASHBHAI	Non-Promoter	Non-Promoter
24.	THERMAL TYCOON PRIVATE LIMITED	Non-Promoter	Non-Promoter
25.	DATTANI DOLLY	Non-Promoter	Non-Promoter
26.	SCAC CONSTRUCTION PRIVATE LIMITED	Non-Promoter	Non-Promoter
27.	PRATISHKUMAR P PABARI	Non-Promoter	Non-Promoter
28.	POPAT JEET PANKAJBHAI	Non-Promoter	Non-Promoter
29.	POPAT PANKAJ JAYESHBHAI	Non-Promoter	Non-Promoter
30.	KANCHAVA ANJANABA JITUBHA	Non-Promoter	Non-Promoter
31.	PRADEEP KUMAR DAGA	Non-Promoter	Non-Promoter
32.	DINESHSINH S KANCHAVA	Non-Promoter	Non-Promoter
33.	KANCHVA JITUBHA	Non-Promoter	Non-Promoter
34.	KANCHAVA PARAJITSINH	Non-Promoter	Non-Promoter
35.	KANCHVA DHIRAJBA	Non-Promoter	Non-Promoter
36.	KANCHAVA MANJULABA P	Non-Promoter	Non-Promoter
37.	AMLESH KUMAR CHANDRAVANSHI	Non-Promoter	Non-Promoter
38.	ARCHANA CHANDRAVANSHI	Non-Promoter	Non-Promoter
39.	SUNAINA DEVI	Non-Promoter	Non-Promoter
40.	KEVAL SHAH	Non-Promoter	Non-Promoter
41.	DHARMENDRA SHAH	Non-Promoter	Non-Promoter
42.	HEENA DHARMENDRA SHAH	Non-Promoter	Non-Promoter
43.	MAPARA KASHISH	Non-Promoter	Non-Promoter
44.	MAPARA SHIVAM	Non-Promoter	Non-Promoter
45.	MAPARA DHAVAL RAJESH	Non-Promoter	Non-Promoter
46.	DHAIRYA RAJESH MAPARA	Non-Promoter	Non-Promoter
47.	GANDHECHA KALPESH	Non-Promoter	Non-Promoter
48.	VIVEK PANDEY	Non-Promoter	Non-Promoter

**O. Valuation for consideration other than cash:**

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

**P. Lock-in:**

The Equity shares to be allotted upon exercise of option of conversion by the warrant holder shall be subject to lock-in for such period as specified under the provisions of relevant Regulation(s) of SEBI (ICDR) Regulations.

The entire pre-preferential allotment shareholding of the allottees shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of the allotment of Warrants as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

**Q. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares which will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing equity shares of the Company in all respects, including dividend.

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**R. The class or classes of persons to whom the allotment is proposed to be made:**

The allotment of Convertible warrants is proposed to be made to the:

- a) Promoter/Promoter Group - Non-Institutional – Individuals
- b) Promoter Group - Non-Institutional – HUF
- c) Non-Promoter/Public - Non-Institutional – Individuals
- d) Non-Promoter/Public - Non-Institutional – Body Corporate

**S. Details of Proposed Allottees and the identity of the Natural Persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:**

Sr. No.	Name of Proposed Allottees	Category of Allottees	Ultimate Beneficial Owner
1.	DIPTI KETAN MODI	Promoter Group	Self
2.	ARPITKUMAR PANDEY	Promoter Group	Self
3.	SONU PANDEY	Promoter Group	Self
4.	RAMJI SHRINARAYAN PANDEY	Promoter	Self
5.	SEEMA PANDEY	Promoter Group	Self
6.	KETAN VALLABHDAS MODI	Promoter	Self
7.	RAMJI SHRINARAYAN PANDEY HUF	Promoter Group	RAMJI SHRINARAYAN PANDEY
8.	NETRA PANDEY	Non-Promoter	Self
9.	ABHISHEK PANDEY	Non-Promoter	Self
10.	POOJA PANDEY	Non-Promoter	Self
11.	RAJEEV PANDEY	Non-Promoter	Self
12.	SANJAY PANDEY	Non-Promoter	Self
13.	NISHANT KUMAR	Non-Promoter	Self
14.	MAYANK KUMAR	Non-Promoter	Self
15.	PRASHANT KUMAR	Non-Promoter	Self
16.	AYUSH DUBEY	Non-Promoter	Self
17.	RAKSHA DUBEY	Non-Promoter	Self
18.	SACHIN KALONI	Non-Promoter	Self
19.	BEENA KAPRI	Non-Promoter	Self
20.	DINESH CHANDRA	Non-Promoter	Self
21.	HEMA DEVI	Non-Promoter	Self
22.	PIYUSH DIXIT	Non-Promoter	Self
23.	ZATIYA TEJAS SUBHASHBHAI	Non-Promoter	Self
24.	THERMAL TYCOON PRIVATE LIMITED	Non-Promoter	SANJAY PANDEY
25.	DATTANI DOLLY	Non-Promoter	Self
26.	SCAC CONSTRUCTION PRIVATE LIMITED	Non-Promoter	AMLESH KUMAR CHANDRAVANSHI
27.	PRATISHKUMAR P PABARI	Non-Promoter	Self
28.	POPAT JEET PANKAJBHAI	Non-Promoter	Self
29.	POPAT PANKAJ JAYESHBHAI	Non-Promoter	Self
30.	KANCHAVA ANJANABA JITUBHA	Non-Promoter	Self
31.	PRADEEP KUMAR DAGA	Non-Promoter	Self
32.	DINESHSINH S KANCHAVA	Non-Promoter	Self
33.	KANCHVA JITUBHA	Non-Promoter	Self
34.	KANCHAVA PARAJITSINH	Non-Promoter	Self
35.	KANCHVA DHIRAJBA	Non-Promoter	Self
36.	KANCHAVA MANJULABA P	Non-Promoter	Self
37.	AMLESH KUMAR CHANDRAVANSHI	Non-Promoter	Self

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38.	ARCHANA CHANDRAVANSHI	Non-Promoter	Self
39.	SUNAINA DEVI	Non-Promoter	Self
40.	KEVAL SHAH	Non-Promoter	Self
41.	DHARMENDRA SHAH	Non-Promoter	Self
42.	HEENA DHARMENDRA SHAH	Non-Promoter	Self
43.	MAPARA KASHISH	Non-Promoter	Self
44.	MAPARA SHIVAM	Non-Promoter	Self
45.	MAPARA DHAVAL RAJESH	Non-Promoter	Self
46.	DHAIRYA RAJESH MAPARA	Non-Promoter	Self
47.	GANDHECHA KALPESH	Non-Promoter	Self
48.	VIVEK PANDEY	Non-Promoter	Self

T. The percentage (%) of Post Preferential Issue Capital that may be held by allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Name of the proposed allottee(s)	Category	Holding Pre-preferential Issue		No. of Convertible Warrants to be allotted	Holding /Post Preferential issue after conversion of warrants (assuming full conversion)	
			No. of Equity Shares	%		No. of Equity Shares	%
1.	DIPTI KETAN MODI	Promoter Group	466000	5.94	273000	739000	5.50
2.	ARPITKUMAR PANDEY	Promoter Group	110000	1.40	219000	329000	2.45
3.	SONU PANDEY	Promoter Group	110000	1.40	219000	329000	2.45
4.	RAMJI SHRINARAYAN PANDEY	Promoter	2250000	28.66	222000	2472000	18.39
5.	SEEMA PANDEY	Promoter Group	842000	10.73	222000	1064000	7.92
6.	KETAN VALLABHDAS MODI	Promoter	1250000	15.92	273000	1523000	11.33
7.	RAMJI SHRINARAYAN PANDEY HUF	Promoter Group	-	-	222000	222000	1.65
8.	NETRA PANDEY	Non-Promoter	-	-	75000	75000	0.56
9.	ABHISHEK PANDEY	Non-Promoter	-	-	33000	33000	0.25
10.	POOJA PANDEY	Non-Promoter	3000	0.04	57000	60000	0.45
11.	RAJEEV PANDEY	Non-Promoter	-	-	24000	24000	0.18
12.	SANJAY PANDEY	Non-Promoter	-	-	24000	24000	0.18
13.	NISHANT KUMAR	Non-Promoter	15000	0.19	75000	90000	0.67
14.	MAYANK KUMAR	Non-Promoter	36000	0.46	60000	96000	0.71
15.	PRASHANT KUMAR	Non-Promoter	-	-	60000	60000	0.45
16.	AYUSH DUBEY	Non-Promoter	12000	0.15	72000	84000	0.62
17.	RAKSHA DUBEY	Non-Promoter	12000	0.15	72000	84000	0.62
18.	SACHIN KALONI	Non-Promoter	-	-	54000	54000	0.40
19.	BEENA KAPRI	Non-Promoter	-	-	24000	24000	0.18
20.	DINESH CHANDRA	Non-Promoter	9000	0.11	54000	63000	0.47
21.	HEMA DEVI	Non-Promoter	-	-	24000	24000	0.18
22.	PIYUSH DIXIT	Non-Promoter	12000	0.15	24000	36000	0.27
23.	ZATIYA TEJAS SUBHASHBHAI	Non-Promoter	6000	0.08	99000	105000	0.78
24.	THERMAL TYCOON PRIVATE LIMITED	Non-Promoter	-	-	350000	350000	2.60

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25.	DATTANI DOLLY	Non-Promoter	-	-	24000	24000	0.18
26.	SCAC CONSTRUCTION PRIVATE LIMITED	Non-Promoter	-	-	99000	99000	0.74
27.	PRATISHKUMAR P PABARI	Non-Promoter	-	-	21000	21000	0.16
28.	POPAT JEET PANKAJBHAI	Non-Promoter	-	-	24000	24000	0.18
29.	POPAT PANKAJ JAYESHBHAI	Non-Promoter	-	-	33000	33000	0.25
30.	KANCHAVA ANJANABA JITUBHA	Non-Promoter	-	-	21000	21000	0.16
31.	PRADEEP KUMAR DAGA	Non-Promoter	-	-	6000	6000	0.04
32.	DINESHSINH S KANCHAVA	Non-Promoter	-	-	21000	21000	0.16
33.	KANCHVA JITUBHA	Non-Promoter	-	-	21000	21000	0.16
34.	KANCHAVA PARAJITSINH	Non-Promoter	-	-	21000	21000	0.16
35.	KANCHVA DHIRAJBA	Non-Promoter	-	-	21000	21000	0.16
36.	KANCHAVA MANJULABA P	Non-Promoter	-	-	21000	21000	0.16
37.	AMLESH KUMAR CHANDRAVANSI	Non-Promoter	-	-	60000	60000	0.45
38.	ARCHANA CHANDRAVANSI	Non-Promoter	18000	0.23	42000	60000	0.45
39.	SUNAINA DEVI	Non-Promoter	-	-	60000	60000	0.45
40.	KEVAL SHAH	Non-Promoter	6000	0.08	30000	36000	0.27
41.	DHARMENDRA SHAH	Non-Promoter	6000	0.08	33000	39000	0.29
42.	HEENA DHARMENDRA SHAH	Non-Promoter	6000	0.08	33000	39000	0.29
43.	MAPARA KASHISH	Non-Promoter	-	-	36000	36000	0.27
44.	MAPARA SHIVAM	Non-Promoter	-	-	36000	36000	0.27
45.	MAPARA DHAVAL RAJESH	Non-Promoter	-	-	36000	36000	0.27
46.	DHAIRYA RAJESH MAPARA	Non-Promoter	-	-	36000	36000	0.27
47.	GANDHECHA KALPESH	Non-Promoter	-	-	24000	24000	0.18
48.	VIVEK PANDEY	Non-Promoter	-	-	60000	84000	0.62

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of convertible warrants including conversion thereof into equity.

## U. Shareholding pattern of the issuer before and after the preferential issue:

The shareholding pattern before and after the Preferential Issue of Equity Shares and Fully Convertible Equity Warrants would be as under:

Category of Shareholder	Pre-Issue <sup>(1)</sup>		Post-Issue <sup>(2)</sup>	
	No. of Equity Shares	%	No. of Equity Shares	%
<b>A. Promoter &amp; Promoter Group</b>				
<b>1. Indian</b>				
Individuals/ Hindu Undivided Family	5138000	65.45	6788000	50.50
Any other	-	-	-	-
<b>Sub Total (A)(1)</b>	<b>5138000</b>	<b>65.45</b>	<b>6788000</b>	<b>50.50</b>
<b>2. Foreign</b>				
Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
Any other	-	-	-	-
<b>Sub Total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5138000</b>	<b>65.45</b>	<b>6788000</b>	<b>50.50</b>
<b>B. Non-promoters' holding (Public shareholding)</b>				
<b>1. Institutions (Foreign)</b>				

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Foreign Portfolio Investors Category I	24000	0.31	24000	0.18
Foreign Portfolio Investors category II	-	-	-	-
<b>Institutions (Domestic)</b>				
Banks	-	-	-	-
Alternate Investment Funds Category III	-	-	96000	0.71
<b>Sub-Total (B) (1)</b>	<b>24000</b>	<b>0.31</b>	<b>120000</b>	<b>0.89</b>
<b>2. Central Government/State Government(s)/President of India</b>	-	-	-	-
<b>Sub-Total (B) (2)</b>	-	-	-	-
<b>3. Non-institutions</b>				
a) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs	1548000	19.72	1554000	11.56
ii. Individual shareholders holding nominal share capital more than Rs. 2 lakhs	528000	6.73	3579000	26.63
Directors and their relatives (excluding independent directors and nominee directors)	-	-	-	-
Bodies Corporate	396000	5.04	911000	6.78
Non-Resident Indians (NRIs)	75000	0.96	219000	1.63
b) Any Other (Specify)	141000	1.80	270000	2.01
<b>Sub-Total (B) (3)</b>	<b>2688000</b>	<b>34.24</b>	<b>6533000</b>	<b>48.61</b>
<b>Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)</b>	<b>2712000</b>	<b>34.55</b>	<b>6653000</b>	<b>49.50</b>
<b>C.Shares held by Custodians and against which Depository</b>	-	-	-	-
<b>Sub Total (C)</b>	-	-	-	-
<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>7850000</b>	<b>100.00</b>	<b>13441000</b>	<b>100.00</b>

**Note:**

- 1) The Pre-Issue Shareholding Pattern is based on shareholding as on December 13, 2024.
- 2) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all Equity Shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.
- 3) The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes
- 4) It is further assumed that shareholding of the Company in all other categories will remain unchanged.
- 5) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of equity shares of the Company.

**V. Certificate of Practicing Company Secretary:**

The Company has obtained the Certificate from M/s. Mittal V Kothari & Associates, Practising Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company at <https://sonuinfratech.com/> under Investors Tab.

**W. Principle terms of assets charged as securities:**

Not applicable.

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**X. Other disclosures:**

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any and their respective subscription to the preferential issue.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

**For, Sonu Infratech Limited**

**Sd/-**

**Ramji Shrinarayan Pandey**  
**Chairman & Managing Director**  
**DIN: 02815473**

**Place: Jamnagar**  
**Date: December 17, 2024**

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## **NOTES FOR SHAREHOLDERS FOR EOGM**

- 1) The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/OAVM. In terms of the said circulars, the Extra Ordinary General Meeting (EOGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 19 and available at the Company's website [www.sonuinfratech.com](http://www.sonuinfratech.com). The deemed venue for the EOGM shall be the Registered Office of the Company.

- 2) A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EOGM is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
- 3) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EOGM is being held pursuant to the MCA Circular through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra-Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 4) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [complianceteam65@gmail.com](mailto:complianceteam65@gmail.com) with copies marked to the Company at [info@sonuinfratech.com](mailto:info@sonuinfratech.com) or to National Securities Depository Limited (NSDL) at [evoting@nsdl.com](mailto:evoting@nsdl.com).
- 5) The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6) Since the EOGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 7) In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EOGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice has been uploaded on the website of the Company at [www.sonuinfratech.com](http://www.sonuinfratech.com). The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited, at [www.nseindia.com](http://www.nseindia.com) and the EOGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 8) In case of joint holders attending the EOGM together, only holder whose name appearing first will be entitled to vote.
- 9) Members seeking any information with regard to the accounts or any matter to be placed at the EOGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [info@sonuinfratech.com](mailto:info@sonuinfratech.com) on or before Thursday, January 09, 2025 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EOGM.
- 10) Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:

- a) 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@sonuinfratech.com](mailto:info@sonuinfratech.com)

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- b) 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@sonuinfratech.com](mailto:info@sonuinfratech.com)
  - c) Alternatively, member may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
  - e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Skyline financial services Private limited to enable servicing of notices / documents electronically to their e-mail address.
- 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., to their DPs in case the shares are held by them in electronic form and to Skyline financial services Private limited, (Company's Registrar and Transfer Agents) in case the shares are held by them in physical form.
- 12) The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- 13) The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
- 14) The facility for joining the EOGM shall open at 11:45 A.M. i.e. fifteen minutes before the starting of the EOGM and shall not be closed till the expiry of fifteen minutes after the starting of the EOGM
- 15) Members joining EOGM through VIDEO CONFERENCING shall be counted for the purpose of quorum.
- 16) Members joining EOGM through VIDEO CONFERENCING shall elect one of themselves to be the Chairman of the meeting (EOGM).
- 17) 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.
- 18) All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above-mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.
- 19) PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EOGM 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, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. 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 EOGM will be provided by NSDL.
  - ii. 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, January 9, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EOGM. 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 EOGM and prior to the Thursday, January 9, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EOGM by following the procedure mentioned in this part.

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- iv. The remote e-voting will commence on 9:00 A.M. on Monday, January 13, 2025 and will end on 5:00 P.M. on Wednesday, January 15, 2025. During this period, the members of the Company holding shares as on the Cut-off date i.e. Thursday, January 9, 2025 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, January 9, 2025.
- vii. The Company has appointed M/s. Mittal V Kothari & Associates, Practicing Company Secretaries, Ahmedabad, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EOGM, in a fair and transparent manner.

## INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

### 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>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 “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li><li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>





The CIN of the company is U45500GJ2017PLC099276

Platinum 404, 4th Floor, Park Colony, Opp. Joggers Park, Jamnagar. (GUJ.)  
Ph. : 0288 - 2555089 E-mail : [info@sonuinfratech.com](mailto:info@sonuinfratech.com) Website : [www.sonuinfratech.com](http://www.sonuinfratech.com)



# SONU INFRA TECH LIMITED

MECHANICAL, ELECT. & CIVIL COMPANY  
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	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 &amp; 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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 or 022-23058542-43

**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.**

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# SONU INFRATECH LIMITED

MECHANICAL, ELECT. & CIVIL COMPANY  
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## 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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.**

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## **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 [compliance65@gmail.com](mailto:compliance65@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://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](mailto:evoting@nsdl.com)

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EoGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EoGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the EoGM 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 EoGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM.
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 EoGM shall be the same person mentioned for Remote e-voting.

## **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EoGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EoGM 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.

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- 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.
- 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](mailto:info@sonuinfratech.com) The same will be replied by the company suitably.

## CORPORATE DETAILS:

Company	<b>SONU INFRATECH LIMITED</b> <b>Address:</b> Platinum 404, 4th Floor Park Colony, Opp. Joggers Park, Jamnagar, Gujarat, India, 361008. <b>Tel No.</b> +91 0288 2555089 <b>Email:</b> <a href="mailto:info@sonuinfratech.com">info@sonuinfratech.com</a> <b>Web:</b> <a href="http://www.sonuinfratech.com">www.sonuinfratech.com</a>
Registrar and Transfer Agent	<b>Skyline Financial Services Private Limited</b> <b>Address:</b> D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area Phase-I, New Delhi-110020. <b>Tel No.:</b> 011-40450193-97/26812682-83 <b>Email:</b> <a href="mailto:info@skylinerta.com">info@skylinerta.com</a> <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a>
e-Voting Agency & VC / OAVM	<b>Email:</b> <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> NSDL help desk 1800-222-990
Scrutinizer	<b>Ms. Mittalben Vaikunthbhai Kothari,</b> Proprietor of Mittal V Kothari & Associates (Membership No. A46731; CP No. 17202) Company Secretary in Practice <b>Address:</b> D-25, Kirtisagar Appartment, Nr. Omkareshwar Mandir, Satellite, Ahmedabad-380015 <b>Email:</b> <a href="mailto:complianceteam65@gmail.com">complianceteam65@gmail.com</a> <b>M. No.:</b> +91 91060 83170

**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 resolution set out in this notice:**

- 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@sonuinfratech.com](mailto:info@sonuinfratech.com)
- 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@sonuinfratech.com](mailto:info@sonuinfratech.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
- Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
- 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.

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