



SHASHIJIT INFRAPROJECTS LIMITED

Plot No. 209, Shop No. 23,
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GIDC, Vapi-396195, Gujarat.
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E: info@shashijitinfraprojects.com
Tel No. 0260-2432963
CIN: L45201GJ2007PLC052114

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

**To,
The Members
SHASHIJIT INFRAPROJECTS LIMITED**

NOTICE is hereby given pursuant to the provisions of section 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the Members as special resolution through Postal Ballot/Electronic Voting ("E-voting").

The Explanatory Statement pertaining to the aforesaid Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of Postal Ballot/Electronic Voting, they shall be deemed to have been passed as Special Businesses at General Meeting. The last date of the Postal Ballot shall be considered as the date of passing of the said resolutions.

The Board of Directors of the Company, at its meeting held on Thursday, 5th December, 2019 has appointed Mr. Nitesh P. Shah, (COP No. 13222), Practicing Company Secretary, Ahmedabad, as the Scrutinizer for conducting the postal ballot and Remote E-voting process in a fair and transparent manner.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed in this Postal Ballot Notice and Postal Ballot Form and return the same duly completed in the enclosed self-addressed postage prepaid Business Reply Envelope. It may also be deposited personally at the address given on the self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted.

The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 p.m. (IST) on Monday, 20th January, 2020. Postal Ballot Forms received after 5:00 p.m. on Monday, 20th January, 2020 will be treated as 'invalid'.

Members desiring to opt for Remote E-voting are requested to read the instructions in the Notes under the section "Voting through Remote E-voting".

The Scrutinizer will submit his consolidated report to the Chairman or to any Director or to Company Secretary of the Company after the completion of scrutiny of postal ballots and e-voting. The result shall be declared on or before 6:00 PM on Friday, 24th January, 2020 at the Registered Office of the Company and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website "www.shashijitinfraprojects.com".

SPECIAL BUSINESS:

Item No.1:

MIGRATION OF THE COMPANY'S PRESENT LISTING FROM BSE SME PLATFORM TO THE MAIN BOARD OF BSE LIMITED

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

Note: In accordance with pursuant to Regulation 277 of SEBI (ICDR) Regulations, 2018 the below mentioned Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to Regulation 277 of SEBI (ICDR) Regulations, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (ICDR) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for the purpose of migration of the Company's present listing from BSE SME Platform to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise

in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution .”

Item No.2:

ALTERATION OF MAIN OBJECT CLAUSE:

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

“RESOLVED THAT subject to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, Securities and Exchange Board of India (ICDR) Regulations, 2018 and the rules framed there under, including any statutory modification or re-enactment thereof, for the time being in force, the consent of members be and is hereby accorded for alteration of Main Object Clause and insert following sub clause No. 3 after sub clause III(A) 2. of the Memorandum of Association of the Company:

III (A) 3. To carry on the business of manufacturing, buying, selling, trading, stockist, importing, exporting, conversion, marketing and deal in all type of construction Materials, chemicals, ferrous & non-ferrous products, Plastic products including plastic granules, Consumer goods and Paper & paper related products, Mining activity of all type of ores, logistic business and to engage in all businesses as may be related or ancillary to the aforesaid business areas.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution .”

**For and on behalf of the Board of Directors of
SHASHIJIT INFRAPROJECTS LIMITED**

**DATE: 18th December, 2019
PLACE: Vapi**

**Sd/-
MANTHAN D. SHAH
COMPANY SECRETARY & COMPLIANCE OFFICER**

Notes:

- 1.** The relevant Explanatory Statement pursuant to the provisions of sections 102 of the Companies Act, 2013 in respect of the aforesaid items set out in the Notice of Postal Ballot is annexed hereto.
- 2.** In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by Postal Ballot & E-Voting.
- 3.** The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as provided by Bigshare Services Private Limited ("RTA") as on Saturday, 14th December, 2019 ("cut-off date"). Physical copy of Postal Ballot Notice and Form is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope ("BRE").
- 4.** Members whose names appear on the Register of Members/ List of Beneficial Owners as on Saturday, 14th December, 2019 ("cut-off date") will be considered for the purpose of voting in proportion to their share in the paid-up Equity Share capital of the Company as on the cut-off date. A person who is not a Member on the cut-off date should treat the Notice for information purposes only.
- 5.** Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members, and shall be deemed to have been passed on the last date of voting, i.e., Monday, 20th January, 2020.
- 6.** Members cannot exercise votes by proxy on Postal Ballot.
- 7.** Members can opt for only one mode of voting, i.e., either by physical Ballot Form or Remote E-voting. In case Members cast their votes through both the modes, voting done by Remote E-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
- 8.** A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same way.
- 9.** The Board has appointed Mr. Nitesh P. Shah (COP: 13222), Practicing Company Secretaries as Scrutinizer to scrutinize votes cast either electronically or through Postal Ballot in a fair and transparent manner. The Scrutinizer will submit his consolidated report to the Chairman or any Director or Company Secretary of the Company after the completion of scrutiny of postal ballots and e-voting. The result shall be declared on or before Friday, 24th January, 2020 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website "www.shashijitinfraprojects.com".
- 10.** The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

11.All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

12.Voting through remote e-voting:

- i. In compliance with the Listing Agreement and section 108, 110 and other applicable provisions of the Companies Act, 2013 read with related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

Instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

1. The e-voting period begins on Sunday, 22nd December, 2019 at 09:00 a.m. and ends on Monday, 20th January, 2020 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date Saturday, 14th December, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Voting shall not be allowed beyond the said date & time.
2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant SHASHIJIT INFRAPROJECTS LIMITED on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- 16.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 17.** If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18.** Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 19. Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 20.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Important Communications to Members

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY

Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number

All queries relating to Share Transfer and allied subjects should be addressed to:

CONTACT DETAILS:

<p>Registrar & Share Transfer Agent: Bigshare Services Private Limited 1st Floor, Bharat Tin Works, Building, Opp. Vasant Oasis, Makwana Road Andheri East, Mumbai - 400 072, Maharashtra, India</p>	<p>Registered Office: Plot No. 209, Shop No. 23, 2nd Floor, Girnar Khushboo Plaza, GIDC, Vapi-396195, Gujarat, India</p> <p>Contact No. 0260-2432963 E-Mail: investors@shashijitinfraprojects.com Web: www.shashijitinfraprojects.com</p>
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EXPLANATORY STATEMENT
(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

Item No.1:

MIGRATION OF THE COMPANY'S PRESENT LISTING FROM BSE SME PLATFORM TO THE MAIN BOARD OF BSE LIMITED:

The Company has been listed and traded on the SME Platform since 17th October, 2016 and as per SEBI Migration criteria, Our Company is eligible to migrate on the Main Board by fulfilling all the migration criteria. Directors in its meeting held on Thursday, 5th December, 2019 decided to migrate to main board and it will act as a catalyst in the growth and expansion of the Company and will help the shareholders of the Company to enjoy sufficient return of their investment and also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Segment to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested financially or otherwise in the aforesaid resolution.

Hence the aforesaid resolution is placed before the members of the Company for their consent through Postal Ballot (including e-voting) under Section 110 of the Companies Act, 2013.

The Board of Directors recommends the resolution set forth in Item No. 1 by special resolution for the approval of the Members. Here Special Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Item No.2:

ALTERATION OF MAIN OBJECT CLAUSE:

Our Company is growing rapidly in the field of Construction Business. Foreseeing the business expansion and to broaden the business activity of the Company in to different sector, inclusion of the new object in the main object clause shall be extremely beneficial for the Company. Our Company is also exploring new business activity in to different sector.

The members are therefore requested to accord their approval for alteration of Main Object Clause as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested financially or otherwise in the aforesaid resolution.

Hence the aforesaid resolution is placed before the members of the Company for their consent through Postal Ballot (including e-voting) under Section 110 of the Companies Act, 2013.

The Board of Directors recommends the resolution set forth in Item No. 2 by special resolution for the approval of the Members.

**For and on behalf of the Board of Directors of
SHASHIJIT INFRAPROJECTS LIMITED**

DATE: 18th December, 2019
PLACE: Vapi

Sd/-
MANTHAN D. SHAH
COMPANY SECRETARY & COMPLIANCE OFFICER