

NOTICE

Notice is hereby given that the 16th Annual General Meeting (AGM) of the Members of Suntech Infra Solutions Limited will be held on Monday, 29th September, 2025 at 01:00 P.M through Video Conferencing ("VC")/ Other Audio Visual means ("OAVM") (hereinafter referred to as electronic mode) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2025, along with the report of the Board of Directors and Auditor's thereon;
2. To appoint a director in place of Mr. Parveen Kumar Gupta (DIN 00710207), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **Appointment of M/s. DR Associates, Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration.**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the consent of the shareholders be and is hereby accorded for appointment of M/s, DR Associates (Firm Registration No: P2007DE003300) Company Secretaries as Secretarial Auditor of the Company for a period of 5 (five) years commencing from Financial Year April 01, 2025 to March 31, 2030 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT Mr. Gaurav Gupta (DIN: 00548898) Managing Director and Mr. Parveen Kumar Gupta (DIN: 00710207) Whole Time Director of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the resolution."

4. **To consider and approve the remuneration of the Cost Auditors of the Company for financial year 2025-26**

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation of the Audit Committee the Members of the Company hereby approve a consolidated remuneration of ₹ 1,25,000 (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses. chargeable extra on actual basis, payable to M/s D S A & Co. Cost Accountants, (Firm Registration No. 000546) who have been appointed as Cost Auditors by the Board of Directors of the Company (the “Board”), to conduct cost audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT Mr. Gaurav Gupta (DIN: 00548898) Managing Director and Mr. Parveen Kumar Gupta (DIN: 00710207) Whole Time Director of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the resolution."

By order of the Board of Directors
For **Suntech Infra Solutions Limited**

Date: 01.09.2025
Place: New Delhi

Sd/-

Bhawna Kapoor
Company Secretary
Membership No. F12408

NOTES:

1. **AGM through VC or OAVM:** Ministry of Corporate Affairs (“MCA”) has vide its circulars dated September 19, 2024 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of AGM through VC/OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Circulars issued by the MCA and SEBI, the AGM of the Company is being held through VC/OAVM. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith and also available at the Company’s website i.e., suntechinfra.com. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars and SEBI Circulars, the

16th Annual General Meeting ("Meeting" or "AGM") of the Company is being held through VC / OAVM on Monday, 29th September, 2025 at 01:00 P.M (IST). The proceedings of AGM deemed to be conducted at the Registered Office of the Company situated at Unit No. 604-605-606, 6th Floor, NDM-2, Plot No. D-1,2,3, Netaji Subhash Place, Pitampura, Anandvas Shakurpur, North West Delhi - 110034.

2. Members may note that the copies of the Notice of the AGM and the Annual Report for the financial year 2024-25 are also available on the website of the Company at suntechinfra.com, websites of the Stock Exchanges, NSE Limited ("NSE") at www.nseindia.com and website of National Securities Depository Limited ("NSDL") at www.evoting.nsdlindia.com, the agency appointed for facilitating e-voting (including remote e-voting) for the AGM. Members who wish to obtain physical copies of the AGM Notice and the Annual Report (2024-25), may write to us at compliance@suntechinfra.com
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars 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 AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In case of joint holders attending the meeting together, only to the shareholder whose name appearing as the first holder in the orders of names as per the Register of Members of the Company will be entitled to vote at the AGM.
5. The Register of Members and Share Transfer Books of the Company would remain closed from Tuesday, 23rd September, 2025 to Monday, 29th September, 2025 to (both days inclusive) for the purpose of Annual General Meeting.
6. 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.
7. The Securities and Exchange Board of India (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.

8. **Dispatch of Annual Report through Electronic Mode & Participation in AGM:** In compliance with aforesaid MCA Circulars and SEBI circular, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2024-25 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular's issued by SEBI. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2024-25 will also be available on the Company's website [www. https://suntechinfra.com/](https://suntechinfra.com/); websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
9. Instruction for Authorized Representative: 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/Authorisation etc., authorising its representative to attend the Annual 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 deepak@drassociates.org with copies marked to the Company at compliance@suntechinfra.com.

REGISTRATION OF EMAIL ID:

- 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 Company at compliance@suntechinfra.com and to RTA at sm@masserv.com.
- b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name of Shareholder, 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 compliance@suntechinfra.com.
- c) Members may note that the Notice of the Annual General Meeting will also be available on the Company's website i.e. www.suntechinfra.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility and e voting facility at the AGM) i.e. www.evoting.nsdl.com.
10. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / list of Beneficial Owners as received from **National Securities Depository**

Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on 29th August, 2025.

11. The Company has appointed Mr. Deepak Gupta (C.P No. 4629), Partner of DR Associates, Practicing Company Secretaries, as Scrutinizer to scrutinize the Remote E-voting and e-voting process during the AGM in a fair and transparent manner and for conducting the scrutiny of the votes cast. The Results will be declared within 48 hours from the conclusion of AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.suntechinfra.com, and the website of the NSDL i.e. www.evoting.nsdl.com, besides communicating to the stock exchange(s) on which the shares of the Company are listed.
12. In case you have any query relating to the Annual Accounts you are requested to send the same to the Company Secretary at compliance@suntechinfra.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.

I. Instructions for attending the AGM through VC / OAVM

- a. Members who wish to attend this AGM through VC / OAVM are requested to login to the Remote e-voting system of NSDL (login process mention in Notice below)/ under '**Shareholder / Member - Login**' by using their remote e-voting user ID and password. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Suntech Infra Solutions Limited 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. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
- b. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- c. Members are encouraged to join the meeting through their laptops / desktops / tablets with stable Wi-Fi or LAN connection for better experience. Members

logging in from mobile devices or through laptops / desktops / tablets connecting via mobile hotspot or with low bandwidth, may experience audio / video loss due to fluctuation in their respective network.

- d. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@suntechinfra.com.
- e. Shareholders who would like to express their views/have questions may send their questions in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@suntechinfra.com. The same will be replied by the company suitably.
- f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- g. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

1. **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members to exercise their right to vote on resolutions proposed to be considered at the 16th Annual General Meeting (AGM) by electronic means and the business shall be transacted through e-Voting services, provided by National Securities Depository Limited (NSDL).

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Friday, 26th September, 2025 (9:00 AM) and ends on Sunday, 28th September 2025 (5:00 PM). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up

equity share capital of the Company as on the cut-off date, being Monday, 22nd September, 2025

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.

	NSDL 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 & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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 & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-

	Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll

	free no. 1800-21-09911
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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.

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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.

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 deeepak@drassciates.org with a copy marked to evoting@nsdl.co.in. 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh -Assistant Manager at evoting@nsdl.co.in

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

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 compliance@suntechinfra.com. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- d) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- e) 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM 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 meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
 4. 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.
 5. 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 compliance@suntechinfra.com. The same will be replied by the company suitably.
- II. The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.suntechinfra.com in the `Investor` Section, at the earliest soon after the conclusion of the Meeting.
- III. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents proposed for approval, if any, in the above Notice and documents specifically stated in the Explanatory Statement shall be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to compliance@suntechinfra.com
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Explanatory Statement

Explanatory Statement relating to the business mentioned in Item No. 2 and 3 of the accompanying Notice of the Annual General Meeting (AGM) is given below:

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Item No. 2:

Details of Director retiring by rotation seeking re-appointment at the ensuing Annual general Meeting in terms of Secretarial Standard and SEBI (LODR) Regulation 2015

The particulars of Mr. Parveen Kumar Gupta, Director seeking re-appointment at the AGM are given below:-

PARTICULARS	
Name of the Director	Parveen Kumar Gupta
DIN	00710207
Date of Birth	25.02.1955
Date of Appointment	27/04/2009
Qualification and Experience and expertise in Specific functional area	Qualification - Graduate Experience - 40 years
Term and Condition of Appointment or Re-appointment	Director since 2009. Whole Time Director since June 08, 2024 for a period of five (5) years with effect from June 08, 2024.
Remuneration last drawn (2024)	1,06,250/- per month
Remuneration sought to be paid	2,00,000/- per month
Directorship in other Companies	• Bhagyalaxmi Finlease And Investment Private Limited • Deepwater Drilling & Industries Private Limited • Columbus Sea Logistics Private Limited
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a Director.	Nil
Member/Chairman of Committees of the Board of Directors of the Company	Nil
Number of shares held in the Company	Nil
Relationship with directors and KMPs	• Father of Gaurav Gupta (MD) • Father in law of Shikha Gupta (Director)
No. of Board Meetings attended	28

Item No. 3

Appointment of M/s. DR Associates, Company Secretaries as Secretarial Auditors of the Company and to fix their remuneration

Pursuant to the provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, on the

recommendation of the Audit Committee, the Board of Directors at their meeting held on September 01, 2025, approved the appointment of M/s. DR Associates, (ICSI Firm Registration Number: P2007DE003300) as Secretarial Auditors of the Company, subject to approval of Members of the Company, on the following terms and conditions:

Term of appointment: 5 (Five) consecutive years commencing from April 01, 2025 till March 31, 2030.

Basis of recommendations: The recommendations are based on evaluation and consideration of various factors such as industry experience, competency of the audit team, efficiency and quality in conduct of audit, independent assessment, etc.

Consent and Eligibility: The Company has received the consent of the proposed Secretarial Auditor ("Firm") to act as the Secretarial Auditor for the financial year ending March 31, 2026. The Firm has confirmed that, if appointed, its appointment would comply with the eligibility requirements under Section 204 of the Companies Act, 2013 and other applicable laws. The Firm holds a valid Peer-Review Certificate issued by the Institute of Company Secretaries of India (ICSI).

Note: As the Company is listed on an SME Exchange, it is exempt from the requirement of submitting the Annual Secretarial Compliance Report under Regulation 24A of the SEBI (LODR) Regulations, 2015, in terms of Regulation 15(2)(b) of SEBI LODR.

The Firm has further confirmed that it is not disqualified from being appointed as the Secretarial Auditor as per applicable provisions of the Companies Act, SEBI (LODR), and related regulations.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 3 of the Notice.

Item No. 4

To consider and approve the remuneration of the Cost Auditors of the Company for financial year 2025-26

The Board of Directors of the Company, based on an applicability review under Rule 3 and Rule 4 of the Companies (Cost Records and Audit) Rules, 2014 ("CRA Rules"), noted that cost audit is applicable to the Company for FY 2025-26. Accordingly, upon the recommendation of the Audit Committee, the Board at its meeting held on September 01, 2025 approved the appointment of M/s D S A & Co., Cost Accountants (Firm Registration No. 000546), as the Cost Auditor of the Company to conduct the audit of the cost records maintained in accordance with the CRA Rules for FY 2025-26, at a remuneration of 1,25,000 (Rupees One Lakh Twenty Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013, the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board is required to be ratified by the Members of the Company.

Consent & Eligibility:

The proposed Cost Auditor has provided written consent to act as Cost Auditor and furnished the certificate under Rule 6(1A) of the CRA Rules, confirming, inter alia, that they:

- (a) are eligible and not disqualified to be appointed (including with reference to Section 141(3) read with the CRA Rules);
- (b) satisfy the independence and other criteria; and
- (c) the appointment is within the limits prescribed under the CRA Rules.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the resolution as set out at Item No. 03 and 04 of the Notice of the AGM as an ordinary resolution.

By order of the Board of Directors
For **Suntech Infra Solutions Limited**

Sd/-

Bhawna Kapoor
Company Secretary
Membership No. F12408

Date: 01.09.2025
Place: New Delhi