Kridhan Infra Limited

30th September, 2018

To,

The BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai 400001.

Ref: Scrip Code: 533482

To,

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra(E),

Mumbai 400051.

Ref: Symbol: KRIDHANINF

Sub.: Compliance as per Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Please find enclosed the voting result of the 12th Annual General Meeting of Kridhan Infra Limited, held on Friday, 28th September, 2018.

Kindly take the same on your record.

Thanking You,

Yours Truly,

For **Kridhan Infra Limited**

Jyoti Gade

Company Secretary

Encl: As above

KRIDHAN INFRA LTD. MUMBAI

HS ASSOCIATES
COMPANY SECRETARIES

HEMANT S. SHETYE (Partner)
B.COM., LLB(Gen.), FCS
COMPANY SECRETARY

206, 2nd Floor, Tantia Jogani Industrial Estate,
J. R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel (E), Mumbai - 400 011.
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SCRUTINIZER'S REPORT -COMBINED

To,
The Chairman,
KRIDHAN INFRA LIMITED
203, Joshi Chambers, Ahmedabad Street,
Carnac Bunder, Masjid (East),
Mumbai 400009.

Sub.: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and voting at the 12thAnnual General Meeting of **Kridhan Infra Limited** held on Friday, 28th September, 2018 at 03.00 p.m.

Dear Sir,

I, Mr. Hemant Shetye, partner of HS Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of **Kridhan Infra Limited** pursuant to section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 12thAnnual General Meeting of the Company on 28th September, 2018 at 03.00 p.m.
The voting rights were reckoned as on Friday the 21st September, 2018 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting at the meeting.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for extending the facility of remote e-voting to the members of the Company from Tuesday the 25th September, 2018 (9.00 a.m. IST) to Thursday the 27th September, 2018 (5.00 p.m. IST) at the said Annual General Meeting held on Friday the 28th September, 2018.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses i.e Mr. Poonamchand Kanojia and Mr. Vipesh Ghadi, who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted. Votes cast through Assent/Dissent forms received up to **Thursday, September 27, 2018 up to 5.00 P.M.** were also considered.

The Company had also provided voting facility to the shareholder's present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility or by physical ballot.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the rules relating to remote E-voting on the resolutions contained in the notice of the Annual General Meeting, my responsibility as a Scrutinizer for the voting process is restricted to make a scrutinizer's report of the total votes cast, votes in favour and against including invalid votes (if any) on resolutions contained in the notice of AGM based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL) and based on voting conducted at the annual general meeting.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.

HS ASSOCIATES
CP. No. : 1483
FCS No. 2827
MUMBAI
COMPANY SECRETARIES

Date of the AGM	**28th September, 2018**
Total number of shareholders on record date	33010
No. of shareholder's present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	 3 32
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	**Not Applicable**

HS ASSOCIATES
CP. No. : 1483
FCS No. 2827
MUMBAI
COMPANY SECRETARIES

Item No. 1: To receive, consider and adopt:

a. **The Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon; and**

b. **The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Report of Auditors thereon.**

Resolution required:(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-In favour (4)	No.of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44583160	4,45,83,160	100	4,45,83,160	NIL	100%	Nil
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		4,45,83,160	100	4,45,83,160	NIL	100%	Nil
Public-Institutions	E-Voting	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		12,12,121	8.05%	12,12,121	NIL	100%	NIL
Public-Non-Institutions	E-Voting	3,51,37,163	94,10,495	26.78%	94,10,495	NIL	100	Nil
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		98,47,502	28.02%	98,47,502	NIL	100	Nil
Total		9,47,79,205	5,56,42,783	58.71	5,56,42,783	NIL	100	Nil

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 1 is passed with majority.

HS ASSOCIATES ★ CP. No. : 1483 FCS No. 2827 MUMBAI ★ COMPANY SECRETARIES

Item No. 2: To declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2018.

Resolution required:(Ordinary/Special)			**Ordinary Resolution**					
Whether promoter/promoter group are interested in the *resolution?*			**No**					
Category	**Modeof Voting**	**No. of shares held** **(1)**	**No. of votes polled** **(2)**	**% of VotesPolled on outstanding shares** **(3) = [(2)/(1)]*100**	**No. ofVotes-infavour** **(4)**	**No.of Votes-against** **(5)**	**% of Votes in favour on votes polled** **(6)=[(4)/(2)]*100**	**% of Votes against onvotespolled** **(7)=[(5)/(2)]*100**
***Promoter and Promoter Group**	**E-Voting**	**44583160**	**4,45,83,160**	100	**4,45,83,160**	NIL	100%	Nil
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		**4,45,83,160**	**100**	**4,45,83,160**	NIL	100%	Nil
Public-Institutions	**E-Voting**	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		**12,12,121**	**8.05%**	**12,12,121**	**NIL**	**100%**	**NIL**
Public-Non Institution s	**E-Voting**	3,51,37,163	94,10,495	26.78%	94,10,495	NIL	100	Nil
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		**98,47,502**	**28.02%**	**98,47,502**	**NIL**	**100**	**Nil**
Total		**9,47,79,205**	**5,56,42,783**	**58.71**	**5,56,42,783**	**NIL**	**100**	**Nil**

Thus based on the Results, the **Ordinary Resolution** *as contained in Item No. 2 is passed unanimously.*

HS ASSOCIATES ★ COMPANY SECRETARIES ★ CP. No. : 1483 FCS No. 2827 MUMBAI

Item No. 3: **To appoint a Director in place of Mrs. Nikki Agarwal (DIN: 00182633), Director of the Company who retires by rotation and being eligible offers herself for re-appointment.**

Resolution required:(Ordinary/Special)			Ordinary Resolution					
* Whether promoter/promoter group are interested in the resolution?			YES					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-In favour (4)	No.of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44583160	NA	NA	NA	NA	NA	NA
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		**12,12,121**	**8.05%**	**12,12,121**	**NIL**	**100%**	**NIL**
Public-Non Institution s	E-Voting	3,51,37,163	94,10,495	26.78%	94,08,195	2,300	99.98%	0.02%
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		**98,47,502**	**28.02%**	98,45,202	2,300	99.98%	0.02%
Total		**9,47,79,205**	**11059623**	**11.67%**	**1,10,57,323**	**2,300**	**99.98%**	**0.02%**

*The Promoter members have voted on the above resolution, however, as they were interested in the resolution, their votes have not been considered.
Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 3 is passed with majority.

HS ASSOCIATES ★ COMPANY SECRETARIES ★ CP. No. : 1483 FCS No. 2827 MUMBAI

Item No. 4: Regularization of appointment of Mr. Shekhar Bhuwania [DIN: 03604299] who was appointed as an Independent Non-Executive Director w.e.f 6th December, 2017.

Resolution required:(Ordinary/Special)			Ordinary Resolution					
Whether promoter/promoter group are interested in the resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes– In favour (4)	No.of Votes– against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44583160	4,45,83,160	100	4,45,83,160	NIL	100%	Nil
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		4,45,83,160	100	4,45,83,160	NIL	100%	Nil
Public-Institutions	E-Voting	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		**12,12,121**	**8.05%**	**12,12,121**	**NIL**	**100%**	**NIL**
Public-Non Institution s	E-Voting	3,51,37,163	94,10,495	26.78%	94,10,335	160	99.999%	0.001%
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100%	NIL
	Total		**98,47,502**	**28.02%**	98,47,342	160	99.999%	0.001%
Total		9,47,79,205	5,56,42,783	58.71%	5,56,42,623	160	99.999%	0.001%

Thus, based on the Results, the **Ordinary Resolution** as contained in Item No. 4 is passed with requisite majority.

HS ASSOCIATES ★ COMPANY SECRETARIES ★ CP. No. : 1483 FCS No. 2827 MUMBAI

Item No. 5: Re-appointment of Mr. Anil Agrawal as the Managing Director of the Company w.e.f 14th August, 2018.

Resolution required:(Ordinary/Special)		Special Resolution						
*Whether promoter/promoter group are interested in the resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes-In favour (4)	No.of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44583160	NA	NA	NA	NA	NA	NA
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public-Institutions	E-Voting	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		**12,12,121**	**8.05%**	**12,12,121**	**NIL**	**100%**	**NIL**
Public-Non Institution s	E-Voting	3,51,37,163	94,10,495	26.78%	94,08,195	2,300	99.98%	0.02%
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		**98,47,502**	**28.02%**	98,45,202	2,300	99.98%	0.02%
Total		**9,47,79,205**	**11059623**	**11.67%**	**1,10,57,323**	**2,300**	**99.98%**	**0.02%**

*The Promoter members have voted on the above resolution, however, as they were interested in the resolution, their votes have not been considered.
Thus, based on the Results, the **Special Resolution** as contained in Item No. 5 is passed with requisite majority.

HS ASSOCIATES
CP. No. : 1483
FCS No. 2827
MUMBAI
COMPANY SECRETARIES

Item No. 6: To make loans as per Section 185 of the Companies Act, 2013.

Resolution required:(Ordinary/Special)			Special Resolution					
*Whether promoter/promoter group are interested in the resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes- In favour (4)	No.of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against On votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44583160	NA	NA	NA	NA	NA	NA
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	1,50,58,882	12,12,121	8.05%	12,12,121	NIL	100%	NIL
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		12,12,121	8.05%	12,12,121	NIL	100%	NIL
Public- Non Institution s	E-Voting	3,51,37,163	94,10,495	26.78%	94,10,495	NIL	100	Nil
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		98,47,502	28.02%	98,47,502	NIL	100	Nil
Total		9,47,79,205	5,56,42,783	58.71%	5,56,42,783	NIL	100	Nil

*The Promoter members have voted on the above resolution, however, as they were interested in the resolution, their votes have not been considered. Thus, based on the Results, the **Special Resolution** as contained in Item No. 6 is passed with requisite majority.

HS ASSOCIATES
CP. No. : 1483
FCS No. 2827
MUMBAI
COMPANY SECRETARIES

Item No. 7: ***Approval for increase in limits of Section 186 as per the Companies Act, 2013.***

Resolution required:(Ordinary/Special)			**Special Resolution**					
Whether promoter/promoter group are interested in the resolution?			**No**					
Category	**Mode of Voting**	**No. of shares held** (1)	**No. of votes polled** (2)	**% of Votes Polled on outstanding shares** (3) = [(2)/(1)]*100	**No. of Votes– In favour** (4)	**No.of Votes- against** (5)	**% of Votes in favour on votes polled** (6)=[(4)/(2)]*100	**% of Votes against On votes polled** (7)=[(5)/(2)]*100
Promoter and Promoter Group	**E-Voting**	**44583160**	**4,45,83,160**	100	**4,45,83,160**	NIL	100%	Nil
	Physical Ballot		NA	NA	NA	NA	NA	NA
	Total		**4,45,83,160**	100	**4,45,83,160**	NIL	100%	Nil
Public-Institutions	**E-Voting**	1,50,58,882	12,12,121	8.05%	NIL	12,12,121	NIL	100%
	Physical Ballot		NIL	NIL	NIL	NIL	NIL	NIL
	Total		**12,12,121**	**8.05%**	NIL	**12,12,121**	NIL	**100%**
Public-Non-Institution s	**E-Voting**	3,51,37,163	94,10,495	26.78%	9410458	37	99.999%	0.001%
	Physical Ballot		4,37,007	1.24%	4,37,007	NIL	100	Nil
	Total		**98,47,502**	**28.02%**	**9847465**	**37**	**99.999%**	**0.001%**
Total		**9,47,79,205**	**5,56,42,783**	**58.71%**	**54430625**	**12,12,158**	**97.82%**	**2.18%**

Thus, based on the Results, the **Special Resolution** as contained in Item No. 7 is passed with requisite majority.

Thus, all the 7 [Seven] resolutions are passed with requisite majority.

FOR HS ASSOCIATES

HS ASSOCIATES ★ CP. No. : 1483 FCS No. 2827 MUMBAI ★ COMPANY SECRETARIES

Hemant Shetye
Partner
FCS 2827
CP 1483

Date: 29th September, 2018
Place: Mumbai