



## Kridhan Infra Limited

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Date: September 7, 2021

To,  
**The BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400001.

To,  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra(E),  
Mumbai 400051.

**Ref: Scrip Code: 533482**

**Ref: Symbol: KRIDHANINF**

**Subject: Notice of 15<sup>th</sup> Annual General Meeting**

Dear Sir/Ma'am,

Please find the enclosed herewith Notice of the 15<sup>th</sup> Annual General Meeting of the Company for the financial year ended March 31, 2021.

Kindly take the document on record and oblige.

For **Kridhan Infra Limited**



**Neha Shah**  
**Company Secretary**  
Encl: As above

## Kridhan Infra Limited

CIN: L27100MH2006PLC160602

**Registered Office:** 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400009.

**Corporate Office:** Unit No. C/815, on 8th Floor, 215-Atrium, Chakala, Andheri-Kurla Road, Andheri (East), Mumbai 400059.

**Email:** [investor@kridhan.com](mailto:investor@kridhan.com), **Website:** [www.kridhan.com](http://www.kridhan.com), **Tel:** +91-22-240151523

### Notice of Annual General Meeting

NOTICE is hereby given that the 15th Annual General Meeting of KRIDHAN INFRA LIMITED will be held on Thursday, September 30, 2021 at 4:00 p.m. through Video Conferencing("VC")/Other Audio-Visual Means ("OAVM") which will be deemed to be held at the Corporate Office of the Company to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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 March 31, 2021, together with the Report of Auditors thereon.

#### SPECIAL BUSINESS:

2. To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

In this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorised Capital of the Company is Rs. 40,00,00,000/- divided into 20,00,00,000 equity shares of Rs. 2/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

3. Appointment of Statutory Auditors to fill the casual vacancy

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Bagaria & Co. LLP, Chartered Accountants, having FRN.: 113447W, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. B R Kotecha & Co., Chartered Accountants, having FRN.: 105283W.

**RESOLVED FURTHER THAT** M/s. Bagaria & Co. LLP, Chartered Accountants, having FRN.: 113447W, be and are hereby appointed as Statutory Auditors of the Company



to hold the office from 1st September, 2021, until the conclusion of the ensuing 15th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### 4. Appointment of Statutory Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modification:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. Bagaria & Co. LLP, Chartered Accountants, having FRN.: 113447W, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.

**RESOLVED FURTHER THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@kridhan.com atleast 48 hrs prior to the date of AGM i.e on or before 04:00 pm (IST) on Tuesday, 28th September, 2021. Those Members who

have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

By Order of the Board of Directors,  
**Kridhan Infra Limited**

**Anil Agrawal**

Date: September 7, 2021      Chairman & Managing Director  
Place: Mumbai                      (DIN: 00360114)

**Notes:**

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars'), have permitted the holding of AGM through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In accordance with the MCA Circulars and SEBI Circulars the 15th AGM of the Company is being held through VC/OAVM on Thursday, September 30, 2021 at 4:00 p.m. (IST). The deemed venue for the 15th AGM will be the Corporate office of the Company i.e., Unit No. C/815, on 8th Floor, 215-Atrium, Chakala, Andheri-Kurla Road, Andheri (East), Mumbai 400059.
2. As per the provisions of clause 3.A.II. of the General Circular No. 20/ 2020 dated May 05, 2020, issued by the MCA, the matters of Special Business as appearing at item no. 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy, who need not be a Member, to attend and vote on poll on behalf of himself/herself. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circulars and the SEBI Circular, the facility for appointment of proxies by the Members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/ OAVM and cast their votes through e-voting.
4. The relevant statement pursuant to Section 102 of the Act, setting out the material facts relating to the Special

- Business as set out in the Notice, is annexed hereto and forms part of the notice of this AGM.
5. All documents referred to in the Notice as available for inspection will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the AGM i.e. 30th September, 2021. Members seeking to inspect the documents can send an email to [cs@kridhan.com](mailto:cs@kridhan.com).
6. The Company's Registrar & Share Transfer Agents are Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059 Tel: 022 6263 8200.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September, 30, 2021, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2020-21, if declared at the AGM.
8. Members who have not encashed/received the dividend warrants so far in respect of the below mentioned periods, are requested to make their claim to the R & TA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Rules made thereunder, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: [www.kridhan.com](http://www.kridhan.com) and also on the website of the Ministry of Corporate Affairs.

Dividend	Date of declaration of Dividend	Due date for transfer to IEPF
2013-14(Interim)	28.11.2013	08.01.2021
2013-14(Final)	27.09.2014	07.11.2021
2014-15(Final)	29.09.2015	09.11.2022
2015-16 (Final)	30.09.2016	10.11.2023
2016-17(Final)	29.09.2017	09.11.2024
2017-18(Final)	28.09.2018	08.11.2025

9. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares in respect of which dividend has



not been paid or claimed by the Members for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. During the current financial year 1st Interim Dividend for the financial year 2013-14 declared in the Board Meeting dated November 28, 2013 is due to be transferred in IEPF as seven years will be completed from the date of transfer of amount to Unpaid Dividend Account. The Members whose dividend/Shares, if transferred to the IEPF Authority, can claim the same from the Authority by following the procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>. Further, as per the IEPF Rules the Members/ Claimants can file only one consolidated claim in a financial year from a Company.

10. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment or approval for payment of remuneration at this AGM are annexed to the Notice and forms part of the Explanatory Statement.
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 R&TA in case shares are held by them in physical form.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. The members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of Central Depository Services (India) Limited ('CDSL') at [www.evotingindia.com](http://www.evotingindia.com). The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Board Committees, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
14. In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2020-21 are available on the Company's website viz. [www.kridhan.com](http://www.kridhan.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also on the website of CDSL (agency for providing the Remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).
15. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R & TA. The duly filled in Nomination Form shall be sent to R & TA at the above mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members who are holding Shares in identical order of names in more than one Folio, are requested to apply to the R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
18. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to the Company at [investor@kridhan.com](mailto:investor@kridhan.com) on or before September 23, 2021 through your registered email address so as to enable the Management to reply at the AGM.

19. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 30, 2021. Members seeking to inspect such documents can send an email to investor@kridhan.com. During the 15th AGM also, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
20. As per Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
21. The Company has made special arrangement with the RTA and NSDL for registration of e-mail addresses interms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. In order to register the email id for receiving the Notice of 15th AGM and Annual Report through email please visit the link RTA website and provide the requisite information and attach requisite documents. The system will then confirm the e-mail address for the limited purpose of servicing the Notice of this AGM along with the Annual Report 2020-21.
22. Voting through Electronic Means:
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies(Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, as amended, MCA Circulars and the SEBI Circular, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by CDSL) either by (a) remote e-voting prior to the AGM(as explained at 'clause d' herein below) or (b) remote e-voting during the AGM (as explained at 'clause e' below) Instructions for Members for attending the AGM through VC/OAVM are explained at 'clause f' below.
- b) Subject to the applicable provisions of the Act read with the Rules made there under (as amended), the voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for the purpose of remote e-voting, being Thursday, September 23, 2021. Members are eligible to cast vote only if they are holding shares on Thursday, September 23, 2021.
- c) The remote e-voting period will commence at 09:00 a.m. (IST) on Monday, September 27, 2021 and will end at 05:00 p.m. (IST) on Wednesday, September 29, 2021. During this period, the Members of the Company holding shares in physical form or in dematerialized form as on cut-off date may cast their vote through remote e-voting. The remote e-voting module shall be blocked/disabled for voting thereafter.
- d) Instructions for remote e-voting prior to the AGM:  
The voting period begins on Monday, September 27, 2021 at 09:00 a.m. (IST) and ends on Wednesday, September 29, 2021 at 05:00 p.m. (IST). Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Thursday, September 23, 2021, may obtain the login ID and password by sending a request at RTA email. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

**PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

**I. In case of members receiving e-mail:**

- a) Open e-mail
- b) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- c) Now click on "Shareholders" tab
- d) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- e) Now Enter your User ID



- i. For CDSL: 16 digits beneficiary ID
- ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- f) If you are a first time user follow the steps given below:

For Members holding shares in Demat and Physical form

PAN	<ul style="list-style-type: none"> <li>• Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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 last 8 digits of the demat Account/folio number in the PAN Field.</li> </ul>
	<ul style="list-style-type: none"> <li>• In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</p>

- g) After entering these details appropriately, click on "SUBMIT" tab.

- h) 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 used also 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.

- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- j) Click on the EVSN i.e. 180823017 for "Kridhan Infra Limited" for the relevant <Company Name> on which you choose to vote.

- k) 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.

- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- m) 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.

- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- p) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.,) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk@www.evotingindia.com](mailto:helpdesk@www.evotingindia.com).

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to helpdesk [www.evotingindia.com](http://www.evotingindia.com).
- II. In case of members receiving the physical copy:**  
Please follow all steps from Sr. No. b) to Sr. No. p) above to cast vote.
- III. Other Instructions**
- a) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - b) In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads section of [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
  - c) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - e) The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) Thursday, September 23, 2021.
23. Mr. Rinkesh Gala, Proprietor of Rinkesh Gala & Associates, Practicing Company Secretary (Membership No. ACS42486) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
  24. The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
  25. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.kridhan.com](http://www.kridhan.com) and on the website of CDSL i.e. <https://www.evotingindia.com>. The Company shall also simultaneously forward the results to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
  26. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 15th AGM i.e. Thursday, September 30, 2021.

By Order of the Board of Directors,  
**Kridhan Infra Limited**

**Anil Agrawal**  
Chairman & Managing Director  
(DIN: 00360114)

Date: September 7, 2021  
Place: Mumbai





## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statements sets out all material facts relating to the business mentioned under item No.2 to 4 of the accompanying notice

### Item No.2

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) comprising of 10,00,00,000 (Ten crore) Equity Shares of Rs.2/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 1st September, 2021, had accorded its approval for increasing the Authorised Share Capital from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.2/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.2/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the note no. 5 to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

### Item No. 3 and 4

The members of the Company at the 15th Annual General Meeting held on 30th September, 2021 has approved the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants, having FRN.: 113447W as the Statutory Auditors of the Company for a term of five years till the conclusion of 20th Annual General Meeting. M/s. B R Kotecha & Co., Chartered Accountants has tendered their resignation as the Statutory Auditors of the Company, expressing their inability due to internal reasons, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. 1st September, 2021, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual

vacancy caused by the resignation of the Statutory Auditors shall be filed by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee and conformation received from M/s. Bagaria & Co. LLP, Chartered Accountants, having FRN.: 113447W on their eligibility, the Board recommends to the members for the appointment of M/s. Bagaria & Co. LLP, Chartered Accountants, as the Statutory Auditors of the Company:

a) to fill the casual vacancy caused by the resignation of M/s. B R Kotecha & Co., Chartered Accountants, and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting: and

b) for a period of five years, from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting of the Company to be held in the year 2026.

In regards to appointment of Statutory Auditors referred to in item no. 3 & 4 of the Notice, the brief profile of the Auditors is as under:

Bagaria & Company, was founded in 1985 as a Chartered accountancy firm having evolved into one of India's premier niche professional firms. Over the past three decades have built lasting relations by delivering simple solutions to complex problems. Their service portfolio and a work culture that is both client-centric and knowledge driven. They attribute this to blend of experience and expertise across various sectors. They focus on delivering exceptional client service, backed by a partner driven approach to offer tailor-made solutions ensuring quality excellence & time efficiencies. Their dedicated teams are a mix of highly qualified people, young and experienced, enthusiastic and motivated, open to new ideas and with an ability to adapt to the changing needs of clients and profession. As an integrated team, they share skills, insight and resources, as well as a client centric approach that is based on a deep understanding of your business.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

By Order of the Board of Directors,

**Kridhan Infra Limited**

**Anil Agrawal**

Date: September 7, 2021

Chairman & Managing Director

Place: Mumbai

(DIN: 00360114)