



Kridhan Infra Limited

Date: October 1, 2019

To,

The Manager, Department of Corporate Services, BSE Limited 1 st Floor New Trade Wing Rotunda Building, P. J. Towers, Dalal Street Mumbai 400 001 BSE Code: 533482	The Manager, Listing Compliance National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (E) Mumbai 400 051 Symbol: KRIDHANINF
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Sub: Proceedings of the 13th Annual General Meeting

Dear Sir/Ma'am,

Pursuant to Schedule III, Part A, Sub-regulation 13 of Regulation 30 and other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, proceedings of the AGM are enclosed herewith. It is hereby informed that meeting of the Shareholders of the Company held on Monday, September 30, 2019 at 4:00 p.m. at the Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053 and concluded at 5.00 p.m. wherein Members, subject to the results of e-Voting and Poll (Ballot Voting), considered all the items as set out in the notice dated 21st August 2019, convening the said AGM. The items considered by the Members at the AGM are as below:

1. To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To Appoint a Director in place of Mr. Anil Agrawal (Din: 003600114), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors
4. To appoint Ms. Priya Dilipbhai Shah (DIN: 07594589), as an Independent Director.
5. Re-appointment Mr. Abhijit Vidyanand Ranade as an Independent Director.
6. Re-appointment of Mr. Mahesh Kumar Garg as an Independent Director.

The Scrutinizer's Report together with results in respect of e-Voting and physical Poll (Ballot) Voting shall be submitted to the Exchanges immediately on receipt of the same, within the prescribed time period.

Kindly take the same on records and oblige.

For Kridhan Infra Limited

Rajeshree
Ms. Rajeshree Mishra
Chief Financial Officer



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Kridhan Infra Limited

PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF THE MEMBERS OF KRIDHAN INFRA LIMITED HELD ON MONDAY, SEPTEMBER 30, 2019 AT 4:00 P.M. AT THE COUNTRY CLUB, A/723, OPP. KIA PARK, VEERA DESAI ROAD, PRATHMESH COMPLEX, ANDHERI (WEST), MUMBAI 400 053.

Present:

Mr. Anil Agrawal- Chairman and Managing Director
Mr. Shekhar Bhuwania - Non-Executive & Independent Director
Mr. Mahesh Garg - Non-Executive & Independent Director
Ms. Priya Shah - Non Executive & Independent Director

33 Members were present in person whose name appears in the Register of Members.

Mr. Anil Agrawal, Chairman and Managing Director welcomed the Members and introduced them to the dignitaries on the dais. Being requisite quorum present with his consent the meeting was put to order. Thereafter, leave of absence was recorded for Mr. Abhijit Ranade, Independent Director and Mr. Amar Fadia, Independent Director. He, further, informed that all the Statutory Registers and documents mentioned in notice convening the 13th Annual General Meeting were open for inspection.

Subsequently, the Chairman delivered his speech wherein he briefed the Members on the functioning of the Company and spoke on future prospects and avenues of the Company.

The Chairman concluded his speech by thanking the management, employees, customers, suppliers, bankers, other stakeholders and shareholders for their continued support.

The Chairman provided briefs on the e-Voting procedure. With the order of the Chairman, Poll was ordered on all the resolutions stated in the notice convening the meeting. Then, he elaborated on the e-Voting procedure to the Members. With consent of the Members, the notice convening the 13th Annual General Meeting which was already circulated, was taken as read.

Further, in view of Section 145 of the Companies Act, 2013, there was no need to read the Auditor's Report and hence the same was taken as read.

Post that agenda items, as below, were considered at the meeting:

AGENDA No. 1: ORDINARY RESOLUTION

To receive, consider, approve and adopt the Audited Financial Statement (Standalone & Consolidated) of the Company for the financial year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.

"RESOLVED THAT the audited standalone and consolidated financial statements for the financial year ended March 31, 2019 and Statement of Profit and Loss Account on that date

together with the annexures forming part of the Accounts, the Auditors' Report as well as the Directors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

Mr. Anil Agrawal being interested in the Agenda, Mr. Shekhar Bhuwania shall chair the meeting for next Agenda

AGENDA No. 2: ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. ANIL AGRAWAL (DIN: 003600114), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

"RESOLVED THAT Mr. Anil Agrawal, Managing director, (DIN: 003600114), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby proposed to be appointed as a Director of the Company."

Mr. Anil Agrawal took the Chair

AGENDA No. 3: ORDINARY RESOLUTION

APPOINTMENT OF STATUTORY AUDITORS.

"RESOLVED THAT in place of the retiring auditors M/s. M K P S & Associates, Chartered Accountants (ICAI Firm Registration number -302014E), who have given a notice in writing expressing their inability to be re-appointed as the Auditors of the Company, M/s. B R Kotecha & Co., Chartered Accountants (ICAI Firm Registration number - 105283W) be and are hereby appointed as the Statutory Auditors of the Company and based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made, being counted as the first meeting), on such terms and remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit, as stated in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

AGENDA No. 4: ORDINARY RESOLUTION

TO APPOINT MS. PRIYA DILIPBHAI SHAH (DIN: 07594589), AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT Ms. Priya Dilipbhai Shah (DIN: 07594589), who was appointed by the Board of Directors as an Additional Director with effect from April 15, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("the Act") and Article 135 of the Articles of Association of the Company and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose her candidature for office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Priya Dilipbhai Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office with effect from September 30, 2019 to September 29, 2024 and whose office shall not be liable to retire by rotation as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

AGENDA No. 6: SPECIAL RESOLUTION

RE-APPOINTMENT MR. ABHIJIT VIDYANAND RANADE AS AN INDEPENDENT DIRECTOR.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as "the Act") and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhijit Vidyanand Ranade (DIN:03247451), who was appointed as an Independent Director of the Company upto March 31, 2019, is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose Mr. Abhijit Vidyanand Ranade as a candidate for office of director, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

AGENDA No. 7: SPECIAL RESOLUTION

RE-APPOINTMENT OF MR. MAHESH KUMAR GARG AS AN INDEPENDENT DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as "the Act") and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahesh Kumar Garg (DIN: 03157824), who was appointed as an Independent Director of the Company upto March 31, 2019, is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose Mr. Mahesh Kumar Garg as a candidate for office of director, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Thereafter, on the invitation of the Chairman, Members addressed the Meeting, gavetheir suggestions and sought clarifications on the Company's accounts andbusinesses. The Chairman responded to the queries of the Members and providedclarifications.

Conduct of the Poll:

Afterwards, Poll was taken up by the Scrutinizer wherein empty ballot box wasshown to the Members, it was then locked and sealed; poll papers were distributedto the Members. Poll was conducted and the Members were informed that combinedresults on e-Voting and Poll shall be declared latest by October 2, 2019 and theresults shall be available on the website of the Company. Formal custody of theBallot box was taken by the Scrutinizer.

Vote of thanks:

Thanking the Members for their participation, the Chairman announced formalclosure of the 13thAnnual General Meeting of the Company.

Thereafter, vote of thanks was given to the Chair.

Time of commencement of meeting: 4.00pm.

Time of conclusion of meeting: 5.00 p.m.

For Kridhan Infra Limited,

Rajeshree

Ms. Rajeshree Mishra
Chief Financial Officer

