



Date: October 02, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

Scrip Code: 539894

Dear Sir/Madam,

Sub: Voting Results and Scrutinizers Report on 26TH Annual General Meeting of the Company held on September 30, 2019

This is to inform you that the 26TH Annual General Meeting [AGM] of the Company was held on Monday, the September 30, 2019 at Baroda Management Association, Anmol Plaza, 2nd Floor, Old Padra Road, Vadodara - 390005.

In this regard, we hereby attached the Following:

- (i) Voting Results of the Business transaction at the AGM, as required under Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as Annexure I
- (ii) Report of the Scrutinizers dated September 30, 2019 pursuant to the Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, as Annexure II.

Kindly take the same on your record and oblige us.

Thanking You.

Yours faithfully,

For, **Madhav Infra Projects Limited**


Gopal Shah

Company Secretary



Annexure I

VOTING RESULTS OF 26TH ANNUAL GENERAL MEETING OF MADHAV INFRA PROJECTS LIMITED HELD ON SEPTEMBER 30, 2019 AT 04:30 P.M. AT BARODA MANAGEMENT ASSOCIATION, ANMOL PLAZA, 2ND FLOOR, OLD PADRA ROAD, VADODARA - 390005

1	Date of AGM	Monday, September 30, 2019
2	Total number of Shareholders on record date	376
3	Total number of Shareholders present in meeting either in person or proxy	21
(i)	Promoter and Promoter Group	8
(ii)	Public	13
4	No. of Shareholders attended through Video Conferencing	Nil
(i)	Promoter and Promoter Group	0
(ii)	Public	0

1) Resolution No. 1 - To receive, consider and adopt:

The audited financial statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, together with the reports of Directors and Auditors thereon;

Resolution Required				Ordinary Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				No				
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	4709474	4709474	100.00	4709474	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		4709474	100.00	4709474	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	5785972	90.33	5785972	0	100.00	0



2) Resolution No. 2 - To consider appointment of Mr. Ashok Khurana (DIN: 00003617), as an Director of the Company

Resolution Required				Ordinary Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				Yes				
category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	4709474	203078	4.31	203078	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		203078	4.31	203078	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	1279576	19.66	1279576	0	100.00	0

3) Resolution No. 3 - Change of Directorship and Continuation of Directorship of Shri Ashok M. Khurana (DIN:00003617)

Resolution Required				Special Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				Yes				
category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	4709474	203078	4.31	203078	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		203078	4.31	203078	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0



	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	1279576	19.66	1279576	0	100.00	0

4) Resolution No. 4 – Appointed of Mr. Amit A. Khurana (DIN: 00003626) as an Managing Director of the Company

Resolution Required				Ordinary Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				Yes				
category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes – in favor	No. of votes – against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	4709474	2000	0.05	2000	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2000	0.05	2000	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	1078498	16.84	1078498	0	100.00	0

5) Resolution No. 5 - Ratification the Remuneration of Cost Auditors

Resolution Required				Ordinary Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				No				
category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes – in favor	No. of votes – against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter	E-Voting	4709474	4709474	100.00	4709474	0	100.00	0
	Poll		0	0	0	0	0	0



Group	Postal Ballot		0	0	0	0	0	0
	Total		4709474	100.00	4709474	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	5785972	90.33	5785972	0	100.00	0

6) Resolution No. 6 - Ratified and Approved the Related Party Transactions of the Company

Resolution Required				Ordinary Resolution				
Whether Promoter/ Promoter Group are interested in the agenda/ resolution				Yes				
category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of Votes - in favor	No. of votes - against	% of votes in favor on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	4709474	4709474	100.00	4709474	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		4709474	100.00	4709474	0	100.00	0
Public Institutions	E-Voting	1147250	1057950	92.22	1057950	0	100.00	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		1057950	92.22	1057950	0	100.00	0
Public Non - Institutions	E-Voting	549000	9648	1.76	9648	0	100.00	0
	Poll		8900	1.62	8900	0	100.00	0
	Postal Ballot		0	0	0	0	0	0
	Total		18548	3.38	18548	0	100.00	0
Total		6405724	5785972	90.33	5785972	0	100.00	0

For, Madhav Infra Projects Limited

Gopal Shah
Company Secretary





KH & ASSOCIATES

Practicing Company Secretaries

Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
MADHAV INFRA PROJECTS LIMITED
Madhav House, Plot No. 04,
Near Panchratna Building,
Subhanpura,
Vadodara-390023

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 26th Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

1.

- (i) I, HemantValand, Partner of M/s. KH & Associates, Practicing Company Secretaries have been appointed as the scrutinizer by the Board of Directors of **MADHAV INFRA PROJECTS LIMITED** to conduct the electronic voting process in respect of all shareholders' resolutions bearing serial no. 1 to 6 to be passed at the 26th Annual General meeting of the Company to be held on 30th September, 2019 as set out in the Notice dated 31st August, 2019 with statement setting out materials facts under Section 102 of the Act sent to the Shareholders in respect of the subject matters of the resolutions as appearing in Resolution No. 2 to 6of this Report pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 108 of the Act and Rule 20 of the Rules
- (ii) The chairman of the 26th Annual general meeting held on Monday, September 30, 2019to conduct the poll under sec-109 and other applicable provisions, if any of the Act read with Rule 21of the rules, in respect of the resolutions to be passed at AGM of the members of the company, held at BarodaManagement Association, Anmol Plaza, 2nd Floor, Old Padra Road, Vadodara – 3900052.



2. The Management of the Company is responsible to ensure the compliance with the requirements of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Act and Rules relating to e-voting and poll in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and for poll at AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at the AGM
3. I have issued separate scrutinizer report dated 30th September, 2019 at 06:50 p.m. on e-voting and there was no voting through the demand of poll or ballot during the annual general meeting. As requested by management, I submit areport on e-voting and poll in respect of aforesaid resolutions as follows:

Sr. No.	Particulars	Resolution No. 1: Ordinary Resolution – To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, together with the reports of Directors and Auditors thereon.							
		Ballots/E-votes			No of Ballots in poll/Electronic votes			No of Votes	%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total		
1	Ballot received	07	25	32	8900	5777072	5785972	100	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	07	25	32	8900	5777072	5785972	100	
4	Ballots in Favour	07	25	32	8900	5777072	5785972	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	07	25	32	8900	5777072	5785972	100	

Sr. No.	Particulars	Resolution No. 2: Ordinary Resolution -Appointment of Mr. Ashok M. Khurana, as an Director of the Company							
		Ballots/E-votes			No of Ballots in poll/Electronic votes			No of Votes	%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total		
1	Ballot received	07	19	26	8900	1270676	1279576	100	
2	Less: Invalid ballots	00	00	00	00	00	00	--	
3	Valid Ballots	07	19	26	8900	1270676	1279576	100	
4	Ballots in Favour	07	19	26	8900	1270676	1279576	100	
5	Ballots against	00	00	00	00	00	00	--	
	Total valid ballots	07	19	26	8900	1270676	1279576	100	



Sr. No.	Particulars	Resolution No 3: Special Resolution - Change of Directorship and Continuation of Directorship of Shri Ashok M. Khurana (DIN: 00003617)						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	07	19	26	8900	1270676	1279576	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	07	19	26	8900	1270676	1279576	100
4	Ballots in Favour	07	19	26	8900	1270676	1279576	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	07	19	26	8900	1270676	1279576	100

Sr. No	Particulars	Resolution No 4 Ordinary Resolution : Appointment of Mr. Amit A. Khurana, as Managing Director of the Company						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	07	18	25	8900	1069598	1078498	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	07	18	25	8900	1069598	1078498	100
4	Ballots in Favour	07	18	25	8900	1069598	1078498	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	07	18	25	8900	1069598	1078498	100

Sr. No.	Particulars	Resolution No 5: Ordinary Resolution- Ratification of Remuneration to Cost Auditors						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	07	25	32	8900	5777072	5785972	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	07	25	32	8900	5777072	5785972	100
4	Ballots in Favour	07	25	32	8900	5777072	5785972	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	07	25	32	8900	5777072	5785972	100



Sr. No.	Particulars	Resolution No 6: Special Resolution-- Ratification and Approval of Related Party Transactions						
		No of Ballots in poll/Electronic votes			No of Votes			%
		No of Ballots in Poll	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	07	25	32	8900	5777072	5785972	100
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	07	25	32	8900	5777072	5785972	100
4	Ballots in Favour	07	25	32	8900	5777072	5785972	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	07	25	32	8900	5777072	5785972	100

4. I have hand over the related papers / registers and records for the safe custody CS. Gopal Shah Company secretary authorize by the board to supervise for this purpose.

5. You may accordingly declare the result of voting.

Thanking you.

Date : 30th, September, 2019

Place : Vadodara



For K H & Associates

Hemant

Hemant Valand
(Partner)

CP 8904, A 24697



Report of Scrutinizers'

(Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairman
26th Annual General Meeting of the Equity Shareholders of **MADHAV INFRA PROJECTS LIMITED**


Held at:

Baroda Management Association,
Anmol Plaza, 2nd Floor,
Old Padra Road,
Vadodara – 390005

Dear Sir,

I, Hemant Valand, Partner of M/s. KH& Associates., Company Secretaries have been appointed by the Board of Directors of **MADHAV INFRA PROJECTS LIMITED**(the Company) as Scrutinizer for the purpose of scrutinizing the e-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 on the resolutions contained in the notice (herein after referred to as "The Resolutions") of the 26th Annual General Meeting (AGM) of the members of the Company to be held on Monday, September 30, 2019 at 04.30p.m. at Baroda Management Association, Anmol Plaza, 2nd Floor, Old Padra Road, Vadodara – 390005

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 26th AGM of the members of the Company. My responsibility as scrutinizer for e-voting process is restricted to make a scrutinizers report of the vote cast "In favour" or "Against" the resolutions and "invalid" votes, based on the reports generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agencies to provide e-voting facilities, engaged by the Company.


8904

Further to the above, I submit my report as under;

- 1) The e-voting period remained open from 26th September, 2019 at 09:00 a.m. and ended on 29th September, 2019 at 5:00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e 22rd September, 2019 were entitled to the vote on the resolutions as set out in the notice to the 26th AGM of the members of the Company.
- 3) The votes cast were unblocked on September 30, 2019 at around 6:50 p.m. in the presence of 2 witnesses Mr. Viral Trada and Mr. Haresh Kapuriya who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name Mr. Viral Trada



Name Mr. Haresh Kapuriya

- 4) Thereafter, the details containing *inter alia*, list of equity shareholders, who voted "for", "against" and "invalid" each of the resolutions that were put to vote, were generated from e-voting website www.evotingindia.co.in.
- 5) The result of the e-voting as under:

(a) **Resolution No. 1: Ordinary Resolution** – To receive, consider and adopt the audited financial statements (Including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019, together with the reports of Directors and Auditors thereon.

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
25	5777072	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution No. 2: Ordinary Resolution -Appointment of Mr. Ashok M. Khurana, as an Director

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
19	1270676	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(c) Resolution No 3: Special Resolution- Change of Directorship and Continuation of Directorship of Shri Ashok M. Khurana (DIN: 00003617)

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
19	1270676	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(d) Resolution No 4: Ordinary Resolution –Appointment of Mr. Amit A. Khurana, as Managing Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
18	1069598	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(e) Resolution No 5: Ordinary Resolution– Ratification of Remuneration to Cost Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
25	5777072	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(f) Resolution No 6: Special Resolution– Ratification of Remuneration to Cost Auditors.

(i) Voted **in favour** of the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
25	5777072	100%

(ii) Voted **against** the resolution:

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you.

Date :30th, September,2019

Place : Vadodara



For K H & Associates

Hemant Valand
(Partner)

CP 8904, A 24697



KH & ASSOCIATES
Practicing Company Secretaries

FORM NO. MGT-13
Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
MADHAV INFRA PROJECTS LIMITED
Madhav House, Plot No. 04,
Near Panchratna Building,
Subhanpura,
Vadodara-390023

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the 26th Annual General Meeting pursuant to Regulation 44 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 read with the provisions of Section 108 of the Companies Act, 2013 ("the Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules').

Dear Sir,

I, Hemant Valand, Partner of M/s. KH & Associates., Company Secretaries, has appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, for the 26th Annual General Meeting of the Equity Shareholders of **MADHAV INFRA PROJECTS LIMITED** held on Monday, 30th September, 2019 at 4:30 pm at Baroda Management Association, Anmol Plaza, 2nd Floor, Old Padra Road, Vadodara – 390005, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:



(a) **Resolution No. 1: Ordinary Resolution – Adoption of Financial Statement:**

(i) Voted **in favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) **Resolution No. 2: Ordinary Resolution - Appointment of Mr. Ashok M. Khurana, as an Director of the Company.**

(i) Voted **in favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(c) Resolution No 3: Special Resolution – Change of Directorship and Continuation of Directorship of Shri Ashok M. Khurana (DIN: 00003617)

(i) Voted **in favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(d) Resolution No 4 Ordinary Resolution – Appointment of Mr. Amit A. Khurana, as Managing Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(e) Resolution No 5: Ordinary Resolution – Ratification of Remuneration to Cost Auditors.

(i) Voted in **favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(f) Resolution No 6: Special Resolution –Ratification and approval of Related Party Transactions of the Company.

(i) Voted in **favour** of the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
07	8900	100%

(ii) Voted **against** the resolution:

Number of members voted through Poll	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

Thanking you

Date : 30th September, 2019

Place : Vadodara



For K H & Associates

A handwritten signature in blue ink, appearing to read "Hemant Valand".

Hemant Valand
(Partner)

CP 8904, A 24697