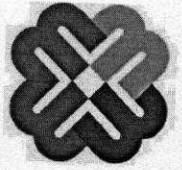


MADHAV INFRA PROJECTS LIMITED

Registered Office:
24, Laxmi Chambers,
Navjivan Presh Road,
Near Old Gujarat High Court,
AHMEDABAD.

Corporate Office
Madhav House,
Nr, Panchratna Building,
Subhanpuraa,
Vadodara-390 023.
Gujarat – India.
Phone: +91-7600031747
info@madhavcorp.com
www.madhavcorp.com



CIN: L45200GJ1992PLC018392

Date: December 24, 2016

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

Scrip Code: 539894

Dear Sir/Madam,

Sub: Voting Results of Extra- ordinary General Meeting of the Company held on December 22, 2016

This is to inform you that the Extra-ordinary General Meeting of the Company was held on Thursday, the December 22, 2016 at 24, Laxmi Chambers, Navjivan Press Road, Near Old High Court, Ahmedabad – 380 009.

In this regard, we hereby attached the followings:-

- Voting Results of the business transacted at the Extra-ordinary General Meeting, as required under Regulations 44 of the SEBI (LODR) Regulations, 2015 as **Annexure A.**
- Report of the Scrutinizers dated December 24, 2016 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 B.**

Kindly take the same on your record and oblige us.

Thanking You,

Yours faithfully,

For, **Madhav Infra Projects Limited**

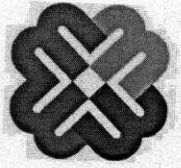

Gopal Shah
Company Secretary



MADHAV INFRA PROJECTS LIMITED

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CIN: L45200GJ1992PLC018392

VOTING RESULTS OF EXTRA ORDINARY GENERAL MEETING OF MADHAV INFRA PROJECTS LIMITED HELD ON DECEMBER 22, 2016 AT 01:00 P.M. AT 24, LAXMI CHAMBERS, NAVJIVAN PRESS ROAD, NEAR OLD HIGH COURT, AHMEDABAD - 380 009

1	Date of EGM	Thursday, December 22, 2016
2	Total number of Shareholders on record date	555
3	Total number of Shareholders present in meeting either in person or proxy	6
	(i) Promoter and Promoter Group	1
	(ii) Public	5
4	No. of Shareholders attended through Video Conferencing	Nil
	(i) Promoter and Promoter Group	0
	(ii) Public	0

1. Resolution No. 1 - Creation of charges on the movable/ immovable properties of the Company, both present and future, in respect of the borrowing u/s 180 (1)(a);

Resolution Required				Special 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/ Ballots		0	0	0	0	0	
	Total		4709474	100.00	4709474	0	100.00	0
Public Institutions	E-Voting	1170950	1057950	90.35	1057950	0	100.00	0
	Poll/ Ballots		0	0	0	0	0	
	Total		1057950	90.35	1057950	0	100.00	0
Public Non - Institutions	E-Voting	525300	94600	18.01	94600	0	100.00	0
	Poll/ Ballots		300	0.05	300	0	0	
	Total		94900	18.06	94900	0	100.00	0
Total		6405724	5862324	91.52	5862324	0	100.00	0



MADHAV INFRA PROJECTS LIMITED

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CIN: L45200GJ1992PLC018392

2. Resolution No. 2 - To enhance the Borrowing power of Board from Rs.500 crore to Rs.1000 crore, u/s 180(1)(c)

Resolution Required				Special 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/ Ballots		0	0	0	0	0	0
	Total		4709474	100.00	4709474	0	100.00	0
Public Institutions	E-Voting	1170950	1057950	90.35	1057950	0	100.00	0
	Poll/ Ballots		0	0	0	0	0	
	Total		1057950	90.35	1057950	0	100.00	0
Public Non - Institutions	E-Voting	525300	94600	18.01	94600	0	100.00	0
	Poll/ Ballots		300	0.05	300	0	0	0
	Total		94900	18.06	94900	0	100.00	0
Total		6405724	5862324	91.52	5862324	0	100.00	0

For Madhav Infra Projects Limited

Gopal Shah
 Company Secretary



KH & ASSOCIATES

Practicing Company Secretaries

B-203, Manubhai Tower, Sayajigunj, Vadodara-390005 M : 9824317835 E-mail: cs.hemant2010@gmail.com

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
24 Laxmi Chambers,
Navjivanpress Road,
Near High Court,
Ahmedabad- 380009

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted in respect of all shareholders' resolutions to be passed at the Extra Ordinary General Meeting to be held on Thursday, 22nd Day of December, 2016 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, Hemant Valand, 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 and 2 to be passed at the Extra Ordinary General meeting of the Company to be held on Thursday, 22nd Day of December, 2016 as set out in the Notice dated 29th November, 2016 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. 1 and 2 of 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



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 Ballots in respect of the aforesaid resolutions. My responsibility as a scrutinizer for the e-voting process and Ballots at EGM 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 Ballot at the EGM
3. I have issued separate scrutinizer report dated 24th December, 2016 at 05:30 p.m. on e-voting and there was voting through the ballot during the extra ordinary general meeting. As requested by management, I submit a report on e-voting and ballot in respect of aforesaid resolutions as follows:

Sr No.	Particulars	Resolution No. 1: Special Resolution – Creation of charges on the movable/ immovable properties of the Company, both present and future, in respect of the borrowing u/s 180 (1)(a)						
		No of Ballots/Electronic votes			No of Votes			%
	Ballots/E-votes	No of Ballots	No. of E-votes	Total	Physical	Electronic	total	
1	Ballot received	03	190	193	300	5862024	5862324	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	03	190	193	300	5862024	5862324	100
4	Ballots in Favour	03	190	193	300	5862024	5862324	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	03	190	193	300	5862024	5862324	100



Sr No.	Particulars	Resolution No. 2: Special Resolution - To enhance the Borrowing power of Board from Rs.500 crore to Rs.1000 crore, u/s 180(1)(c)						
		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	03	190	193	300	5862024	5862324	--
2	Less: Invalid ballots	00	00	00	00	00	00	--
3	Valid Ballots	03	190	193	300	5862024	5862324	100
4	Ballots in Favour	03	190	193	300	5862024	5862324	100
5	Ballots against	00	00	00	00	00	00	--
	Total valid ballots	03	190	193	300	5862024	5862324	100

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

5. You may accordingly declare the result of voting.

Thanking you.

Date: 24th, December, 2016

Place : Vadodara



For K H & Associates

Hemant

Hemant Valand
(Partner)
CP 8904, A 24697



KH & ASSOCIATES

Practicing Company Secretaries

316, Phoenix Complex, Sayajigunj, Vadodara - 390005 (M): 9824317835 E-mail: khassociates2016@gmail.com

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
Extra Ordinary General Meeting of the Equity Shareholders of **MADHAV INFRA PROJECTS LIMITED**

Held at:

24 Laxmi Chambers,
Navjivanpress Road,
Near High Court,
Ahmedabad- 380009

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 Extra Ordinary General Meeting (EGM) of the members of the Company to be held on Thursday, 22nd Day of December, 2016 at 01.00 p.m. at 24 Laxmi Chambers, Navjivanpress Road, Near High Court, Ahmedabad- 380009. 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 EGM 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.



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

- 1) The e-voting period remained open from Monday, 19th December, 2016 at 09:00 a.m. and ended on Wednesday, 21st December, 2016 at 5:00 p.m.
- 2) The members of the Company as on "Cut-off" date i.e Thursday, 15th December, 2016 were entitled to the vote on the resolutions as set out in the notice to the EGM of the members of the Company.
- 3) The votes cast were unblocked on Saturday, 24th December, 2016 at around 5:30 p.m. in the presence of 2 witnesses Ms. Sapna Bhagchandani and Ms. Archi Shah who are not in employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Name Ms. Sapna Bhagchandani



Name: Ms. Archi Shah

- 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: Special Resolution – Creation of charges on the movable/ immovable properties of the Company, both present and future, in respect of the borrowing u/s 180 (1)(a).

Number of members voted through electronic voting system	Number of votes cast by them	% of total number of valid votes cast
190	5862024	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: Special Resolution - To enhance the Borrowing power of Board from Rs.500 crore to Rs.1000 crore, u/s 180(1)(c).

(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
190	5862024	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 Extra ordinary General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you.

Date: 24th, December, 2016

Place : Vadodara



For K H & Associates

Hemant

Hemant Valand
(Partner)

CP 8904, A 24697