



Kridhan Infra Limited

Date: September 7, 2019

To,
The BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

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

Ref: Scrip Code: 533482

Ref: Symbol: KRIDHANINF

Subject: Notice of 13th Annual General Meeting

Dear Sir/Ma'am,

Please find the enclosed herewith Notice of the 13th Annual General Meeting of the Company for the financial year ended March 31, 2019.

Kindly take the document on record and oblige.

For Kridhan Infra Limited

JyotiGade
Company Secretary



Place: Mumbai
Encl: As above

Kridhan Infra Limited
Corp. Office: 308, 3rd Floor, Metro Avenue,
Nr. Western Express Highway Metro Station,
Off Andheri Kurla Road, Chakala, Andheri East,
Mumbai 400099.

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

Office: Unit No. 101, Samarpan Complex, Opp. Sahakar Park, Andheri East, Mumbai - 400058. Tel.: +91 22 49739933 / 67427914
Works: Village Vanwathe, Khopoli-Pen Road, Post - Donwat, Tal.: Khalapur, Dist. Raigad - 410 203. Telefax: 02192 278194 ; Tel.: 02192 278163
e-mail: info@kridhan.com; Website: www.kridhan.com, CIN: L27100MH2006PLC160602



Kridhan Infra Limited

CIN: L27100MH2006PLC160602

Registered Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400 009.

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Off. Andheri Kurla Road, Chakala, Andheri (East), Mumbai 400099.

Email: investor@kridhan.com, Website: www.kridhan.com, Tel: +91-22-40589589

Notice of Annual General Meeting

NOTICE is hereby given that the 13th Annual General Meeting of KRIDHAN INFRA LIMITED will be 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 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, 2019, 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, 2019, together with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Anil Agrawal (DIN: 00360114), who retires by rotation pursuant to the provision of the Section 152 of the Companies Act, 2013 and who is not disqualified to become a director under Companies Act, 2013 and being eligible, offers himself for reappointment.
3. Appointment of Statutory Auditors:

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

“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”.

SPECIAL BUSINESS:

4. To appoint Ms. Priya Dilipbhai Shah (DIN: 07594589), as an Independent Director:

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

“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."

5. Re-appointment Mr. Abhijit Vidyanand Ranade as an Independent Director.

To consider and if, thought fit, to pass, the following resolutions as a Special Resolution:

"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.

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."

6. Re-appointment of Mr. Mahesh Kumar Garg as an Independent Director:

To consider and if, thought fit to pass, the following resolutions as a Special Resolution:

"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."

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, August 21, 2019

Registered Office:
203, Joshi Chambers, Ahmedabad Street,
Carnac Bunder, Masjid (East), Mumbai 400 009.

**Notes:**

1. **1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF, ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER. PROXY (IES), IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

2. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business of the accompanying Notice are annexed hereto.
3. As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Directors seeking appointment and re-appointment forms an integral part of this Notice.
4. Pursuant to Section 113 of the Companies Act, 2013 and rules framed thereunder, the corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members/ proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 read with rules framed thereunder and Regulation 42(5) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Register of Member and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive).

8. Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Corporate Office of the Company upto the day before the date of the ensuing Annual General Meeting of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
9. With a view of using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
10. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Securities Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
11. The Notice of the 13th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
12. Members may also note that the Notice of the 13th AGM and Annual Report 2018-19 will be available

on the Company's website www.kridhan.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor@kridhan.com.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. Attendance Registration: Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
16. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013 (Section 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of section 123 of the Companies Act, 2013 and Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (IEPF or Fund) of the Central Government:

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

Shareholders who have not encashed the dividend draft(s) are requested to return the unclaimed/unpaid dividend draft(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend draft immediately.

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The Voting period begins on Friday, September 27, 2019 at 09:00 a.m. (IST) and ends on Sunday, September 29, 2019 at 05:00 p.m. (IST). During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Saturday, September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.

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
- 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 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	<p>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.</p> <p>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.</p>
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	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.

- 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 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.
 - 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 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 under help section or write an email to helpdesk 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) The voting period begins on Friday, September 27, 2019 at 09:00 a.m. (IST) and ends on Sunday, September 29, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting proceeding.
- b) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- c) 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.
- d) 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.
- e) 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).
- f) 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) Saturday, September 21, 2019.
- g) Mr. Jinang Shah, Proprietor of Jinang Shah & Associates, Practicing Company Secretary (Membership No. ACS 38194) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- h) The results of the e-voting along with the scrutinizers report shall be placed on the Company's website www.kridhan.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- i) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board

of Directors of the Company, Mr. Jinang Shah, Proprietor of Jinang Shah & Associates, Practicing Company Secretary, at the Registered office of the Company not later than Saturday, September 28, 2019 (03.00 p.m. IST).

- j) Ballot Form received after this date will be treated as invalid.
- k) A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- l) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- m) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.
- n) The Members are requested to:
 - Intimate to the registrars/ Company, changes if any, in their registered address at an early date along with the pin code number;
 - Quote Registered Folio/ Client ID & DP ID in all their correspondence;
 - Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.
17. Map of the venue of the AGM is given after the notice and forms part of the notice.
18. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 13th AGM i.e. September 30, 2019.

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Mumbai, August 21, 2019

Company Secretary

**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.3 to 6 of the accompanying notice

Item No.3

M/s. M K P S & Associates, Chartered Accountants (registration number – 302014E) - the present Statutory Auditors of the Company hold the office until the conclusion of the 13th Annual General Meeting (AGM) and have given a notice in writing expressing their inability to be considered for reappointment as the Statutory Auditors of the Company as the two consecutive terms of the appointment as per provisions of the Companies Act, 2013 are accomplished.

Based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act, the Board of Directors has considered and recommended the proposed appointment of M/s. B R Kotecha & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. M K P S & Associates, Chartered Accountants, (registration number-302014E) - the retiring auditors of the Company for a first term of five consecutive years commencing from the conclusion of the 13th AGM till the conclusion of the 18th AGM, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

M/s. B R Kotecha & Co., have given their consent to be appointed as the Statutory Auditors of the Company. They have submitted a certificate in terms of the Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility for appointment in terms of the applicable provisions of the Companies Act, 2013, read with the applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force). They have also confirmed that they are not disqualified for appointment under the applicable provisions of the Companies Act, 2013.

In terms of the Rule 4(1)(d) of the Companies (Audit and Auditors) Rules, 2014, M/s. B R Kotecha & Co. have confirmed, to the best of their knowledge and belief, that as on date there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors M/s. B R Kotecha & Co., audits companies listed on stock exchanges in India. Their registered office is situated at A/603, Siddhi Eastern Express Highway, Near Mhada Signal, Mulund East. Mumbai- 400 081. They have good experience in real estate company audits.

It is proposed to appoint M/s. B R Kotecha & Co., as the Statutory Auditors at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the statutory audit during their term of five years, as recommended by the Audit Committee and fixed by the Board of Directors of the Company, with liberty to the Audit Committee and Board of Directors of the Company to alter and vary the terms and conditions including remuneration.

Relevant documents are available for inspection by the members and such documents shall be so made available for inspection in physical or in electronic form during the business hours on working day at the Registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate office of the Company and also at the AGM without payment of fee.

Consent of the Members is sought for passing the ordinary resolution as set out at Item No. 3 of the notice for the appointment of the auditors of the Company. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval of the Members.

Item No. 4:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Priya Dilipbhai Shah (DIN: 07594589), as an Additional (Independent) Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from September 30, 2019 to September 29, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 135 of the Articles of Association of the Company, Ms. Priya Dilipbhai Shah shall hold office up to the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

Ms. Priya Dilipbhai Shah is an associate member of Institute of Company Secretaries of India and a Post Graduate in Commerce from Mumbai University, Ms. Priya Shah has over Eight years of experience in Company Secretarial field.

The Company has received a declaration from Ms. Priya Dilipbhai Shah to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Ms. Priya Dilipbhai Shah fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as Independent Director and is independent of the management of the Company and possesses appropriate skills, experience and knowledge.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company.

In compliance with the provisions of the Act, the appointment of Ms. Priya Dilipbhai Shah as an Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for appointment of Ms. Priya Dilipbhai Shah as an Independent Director, not liable to retire by rotation.

Except Ms. Priya Dilipbhai Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4.

Item No. 5 and 6:

Mr. Abhijit Vidyanand Ranade (DIN: 03247451) and Mr. Mahesh Kumar Garg (DIN: 03157824) were appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges by the members of the Company at its Fourth Annual General Meeting held on September 29, 2010. They hold office as Independent Director of the Company up to March 31, 2019.

Considering the background, experience, acumen and contributions made by above said Independent Directors, during their tenure and based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, the Board

of Directors, at its meeting, approved the re-appointment (subject to approval of the Members of the Company), not liable to retire by rotation for the second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 and recommends the same to the Members of the Company. The Board of Directors states that the re-appointment of Mr. Abhijit Vidyanand Ranade and Mr. Mahesh Kumar Garg would be in the interest of the Company and its Members.

The Company has received the consent, declarations and confirmations from Mr. Abhijit Vidyanand Ranade and Mr. Mahesh Kumar Garg pursuant to the provisions of Sections 149, 164 and all other applicable provisions of the Act and the Listing Regulations stating that they meet the criteria of independence as provided under the Act and the Listing Regulations and that they are not disqualified to become directors under the Act. They also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management. They have consented to act as the Independent Directors of the Company under the applicable provisions of the Act. The Board of Directors took on record the said consent, declarations and confirmations submitted by them under applicable provisions of the Act and the Listing Regulations after undertaking due assessment of the veracity of the same.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the members.

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, August 21, 2019

Details of directors seeking appointment/ re-appointment at the Annual General Meeting pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are provided herein below:

As per the requirement of the circular from the stock exchange (no: List/Comp/14/2018-19 Dated June 20, 2018), the Board of Directors and its Nomination and Remuneration Committee, while considering the appointment, re-appointment of the directors, have verified that they are not debarred from holding the office of director pursuant to any SEBI order. Accordingly, the Company affirms that the Directors proposed to be appointed, re-appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Particulars	Ms. Priya Dilipbhai Shah	Mr. Mahesh Kumar Garg	Mr. Abhijit Vidyanand Ranade	Mr. Anil Agrawal
Age	29 years	69 years	49 years	42 years
Qualifications	CS, M.Com	LLB, BE	BE, MBA	B. Com, MMS
Experience (including expertise in specific functional area) / Brief Resume	Ms. Priya Dilipbhai Shah has over eight years of experience in Company Secretarial field.	Mr. Mahesh Kumar Garg is a bachelor in law from University of Delhi and is a fellow of The Institution of Engineers (India). He is a recipient of Delhi Electric Supply Undertaking award.	Mr. Abhijit Vidyanand Ranade holds a bachelor's degree in engineering and a master's degree in business administration from University of Poona.	Mr. Agrawal has over 15 years of experience in the steel and infrastructure industry. He pioneered the concept of 'ready to use' steel in India. He was a founding member of KIL in 2006 and holds an MMS from Mumbai University, India
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Ms. Priya Dilipbhai Shah proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. September, 30, 2019.	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Mr. Mahesh Kumar Garg proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. April 01, 2019.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Mr. Abhijit Vidyanand Ranade proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. April 01, 2019.	As per the resolution at Item No. 2 of the Notice convening Annual General Meeting on September 30, 2019.
Remuneration last drawn	Nil	Nil	Nil	Nil
Remuneration proposed to be paid	Sitting Fees ₹ 15,000/- per quarter	Sitting Fees ₹ 50,000/- per quarter	Sitting Fees ₹ 50,000/- per quarter	NA
Date of first appointment on the Board	15-04-2019	25-08-2010	29-09-2010	21-03-2006
Shareholding in the Company	Nil	5,000 Equity Shares	Nil	2,62,60,160 Equity Shares
Relation with other Directors/ Key Managerial Personnel	NA	NA	NA	NA
Number of meetings of the Board attended during the Year (2018-19)	0	4	4	2
Directorships of the other listed entities	1	Nil	Nil	Nil
Membership/ Chairmanship of Committees of the other listed entities	Member of Nomination and Remuneration Committee and Stakeholder Relationship Committee in Diggi Multitrade Limited	Nil	Nil	Nil

Kridhan Infra Limited

CIN: L27100MH2006PLC160602

Regd. Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400 009.

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Near Western Express Highway Metro Station,
Off Andheri Kurla Road, Andheri (East), Mumbai 400 099.

Tel No. 91 40589589, **Web site:** www.kridhan.com, **Email ID:** cs@kridhan.com

Attendance Slip

(To be presented at the entrance)

13th Annual General Meeting on Monday, September 30, 2019 at 4:00 p.m.
At Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex,
Andheri (West), Mumbai 400 053.

Reg. Folio/DP & Client No : _____

No. of Shares : _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 13th Annual General Meeting of the Company at Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053, on Monday, September 30, 2019 at 4:00 p.m.

Member/ Proxy Name : _____

Member/ Proxy Signature : _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

FORM NO. MGT-11

Kridhan Infra Limited

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

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Near Western Express Highway Metro Station,

Off Andheri Kurla Road, Andheri (East), Mumbai 400 099.

Tel No. 91 40589589, **Web site:** www.kridhan.com, **Email ID:** cs@kridhan.com

CIN: L27100MH2006PLC160602

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and
Rules 19(3) of the Companies (Management and Administration) Rules, 2014).

Name of the member(s): _____

Registered Address: _____

Email Id: _____

DP ID Client Id/ Regd. Folio No. _____

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint:

1. Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him/her

2. Name: _____

Address: _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 13th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 4:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business
1	To receive, consider and adopt:
	a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019 together with the Report of Auditors thereon.
2	To appoint a Director in place of Mr. Anil Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of Statutory Auditors
	Special Business
4	To Appoint Ms. Priya Shah (DIN: 07594589), as an Independent Director
5	To Re-appoint Mr. Abhijit Ranade (DIN: 03247451) as an Independent Director
6	To Re-appoint Mr. Mahesh Kumar Garg (DIN: 03157824) as an Independent Director

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

13th Annual General Meeting
30th September, 2019



Venue

The Country Club, A/723, Opp. Kia Park, Veera Desai Road,
Prathmesh Complex, Andheri (West), Mumbai 400053.