Kridhan Infra Limited

15th April, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001
Ref: Scrip Code 533482

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051.
Ref: Symbol: KRIDHANINF

Subject: Outcome of Circular Resolution passed by the Board of Director - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

This is to inform you that the Board of Director of the Company has approved the following by way of Circular Resolution:

1. **Appointment of Ms. Priya Dilipbhai Shah (DIN: 07594589) as an "Additional Director (Non – Executive Independent Director)" on the Board:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors, have appointed Ms. Priya Dilipbhai Shah (DIN: 07594589) as an "Additional Director" (Non-Executive, Independent Director) for the period of 5 years i.e. from April 15, 2019 to April 14, 2024, subject to approval of the Shareholders of the Company.

Ms. Priya Dilipbhai Shah will be a Non-Executive Independent Director and she is not related to the Promoter or to the Promoter Group and fulfills the criteria of Independence as required under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (as amended from time to time).

Following the above mentioned appointment, the strength of the Board of Directors of the Company will change with 7 (Seven) Directors on Board, out of which 5 (Five) Directors (more than 50% of the total strength) are Independent Directors.

Disclosure required pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para A of Part A of Schedule III to the said Regulations, with regard to change in Directors and Key Managerial Personnel is given herein under:

Sr. No.	Disclosure Requirement	Details
1.	Reason for Change viz. appointment, resignation, removal, death or otherwise;	Appointment of Ms. Priya Dilipbhai Shah as an Additional Director (Non - Executive Independent Director), subject to approval of the Shareholders.
2.	Date of Appointment / Cessation (as applicable) & term of Appointment	April 15, 2019 upto April 14, 2024.
3.	Brief Profile	Priya Shah, aged 29 years, is an Independent Director of our Company. She is an associate member of Institute of Company Secretaries of India and a Post graduate in Commerce from Mumbai University, and has over eight years of experience in Company Secretarial field.
4.	Disclosure of Relationships between Directors (in case of Appointment of a Director)	Ms. Priya Dilipbhai Shah is not related to any of the Promoters, Members of the Promoter Group and Directors of the Company and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India (SEBI) or any other such authority.

2. <u>Change of Administrative/ Corporate Office of the Company:</u>

The Corporate Office of the Company be shifted from Unit No. 104, Samarpan Complex, Opp. Solitaire Park, Guru Hargovindji Road, Chakala, Andheri (East), Mumbai 400099 to Unit No. 308, 3rd floor, Metro Avenue, Near Western Express Highway Metro Station, Off. Andheri Kurla Road, Chakala, Andheri East, Mumbai 400099.

3. **Re-constitution of Audit Committee:**

On appointment of Ms. Priya Shah as an Additional Director (Non- executive Independent) of the Company, the Board of Directors recommends reconstitution of the existing Audit Committee of the Board.

Pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended or re-enacted from time to time, the Audit committee of the Company be re-constituted as follows:

Sr. No.	Name of Director	Designation
1	Mr. Shekhar Bhuwania	Independent Director and Chairman
2	Mr. Anil Agrawal	Managing Director and Member
3	Ms. Priya Shah	Additional Independent Director and Member

4. **Re-constitution of Nomination and Remuneration Committee:**

On appointment of Ms. Priya Shah as an Additional Director (Non- executive Independent) of the Company, the Board of Directors recommends reconstitution of the existing Nomination and Remuneration Committee of the Board.

Pursuant to Section 178 of the Companies Act, 2013 read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or re-enacted from time to time, the Nomination and Remuneration Committee of the Company be re-constituted as follows:

Sr. No.	Name of Director	Designation
1	Mr. Shekhar Bhuwania	Independent Director and Chairman
2	Ms. Nikki Agarwal	Non-Executive and Member
3	Ms. Priya Shah	Additional Independent Director and Member

5. <u>Re-constitution of Risk Management Committee:</u>

On appointment of Ms. Priya Shah as an Additional Director (Non- executive Independent) of the Company, the Board of Directors recommends reconstitution of the existing Risk Management Committee of the Board.

As per the provision of the Companies Act, 2013 read with Regulation 21 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended or re-enacted from time to time, the Risk Management Committee of the Company be constituted as follows:

Sr. No	Name of Director	Designation
1	Mr. Shekhar Bhuwania	Independent Director and Chairman
2	Mr. Anil Agrawal	Managing Director and Member
3	Ms. Priya Shah	Additional Independent Director and Member

We request you to please take the above information on your records.

Thanking you,

Yours Sincerely,

For **Kridhan Infra Limited**

Jyoti Gade
Company Secretary

KRIDHAN INFRA LTD. MUMBAI