



CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and Rule 21 Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the Meeting
Shradha Infraprojects (Nagpur) Limited
Shradha House, Near Shri Mohini Complex,
Kingsway, Block No F/8,
Nagpur 440001, Maharashtra

Respected Sir,

Subject: Consolidated Scrutinizers' Report for passing of Resolutions through Remote E-Voting Process and Voting by poll at (21st) Annual General Meeting (AGM) of the Members of Shradha Infraprojects (Nagpur) Limited ('The Company') held on Friday, 28th September, 2018.

1. I, CA Yogesh Kanojiya, Practicing Chartered Accountant, Nagpur (ICAI Membership No. 143126) was appointed as a Scrutinizer by the Board of Directors of the Company for the purpose of:
 - (a) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
 - (b) Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (c) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 4 as set out in the Notice of (21st) Annual General Meeting (AGM) of the Members of the Company dated 28th September, 2018.

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2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting by polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company.

My responsibility as a Scrutinizer for the remote e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:

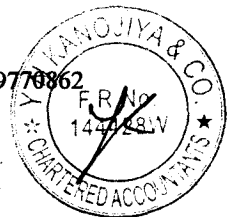
The Notice of the AGM dated 28th September, 2018 along with Statement setting out material facts under Section 102 of the Act was dispatched by post at their registered addresses on Monday, 3rd September, 2018 to all the shareholders of the Company.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Indian Express" and Marathi newspaper "Loksatta" on Sunday, 9th September, 2018.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Tuesday, the 25th September 2018 at (10:00 a.m.) till Thursday, the 27th September 2018 (05:00 p.m.).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 31st August, 2018.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of Ms. Pooja Kalbanda and Ms. Preeti Dhage who are not in employment with the Company.
8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.

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Summary of the remote e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS:

Resolution 1:

Particulars	Ordinary Resolution: Adoption of Audited financial Statements (Standalone & Consolidated) of the Company for the Financial Year Ended 31 st March, 2018 along with Reports of the Directors' and Auditors' Report thereon:							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	69,38,568	69,38,568	100.00	69,38,568	0	100.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total (A)	69,38,568	69,38,568	100.00	69,38,568	0	100.00	0.00
Public - Institutions	E-voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Total (B)	0	0	0.00	0	0	0.00	0.00
Public - Non Institutions	E-voting	3,88,000	3,88,000	4.02	3,88,000	0	100.00	0.00
	Poll	10,000	10,000	0.10	10,000	0	100.00	0.00
	Total (C)	4,98,000	4,98,000	4.12	4,98,000	0	100.00	0.00
TOTAL (A+B+C)		73,36,568	74,32,568	76.08	74,32,568	0	100.00	0.00
Result: May be considered as passed unanimously								

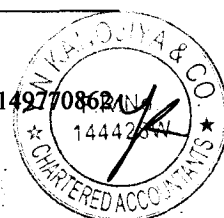
Invalid Votes:

Total Number of members whose votes were declared invalid	Total number of votes cast
0	23

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Resolution 2:

Particulars	Ordinary Resolution: Re-appointment of Ms. Mragna Gupta (DIN: 07587619), as a Director (Category: Non-Executive & Non-Independent) of the Company, liable to retire by rotation:							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	69,38,568	69,38,568	100.00	69,38,568	0	100.00	0.00
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B. SPECIAL BUSINESS:

Resolution 3:

Particulars	Ordinary Resolution:							
	Appointment of M/s Paresh Jairam Tank & Co., Chartered Accountants (Firm Registration No. 139681W) Nagpur as the Statutory Auditors of the Company for a term of two (2) years to hold the office of the Statutory Auditors of the Company for the financial year 2018-2019 and 2019-2020, i.e. from the conclusion of Twenty First (21 st) Annual General Meeting to be held for the financial year 2017-2018 until the conclusion of Twenty Third (23 rd) Annual General Meeting of the Company to be held for the financial year 2019-2020.							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
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	Poll	10,000	10,000	0.10	10,000	0	100.00	0.00
	Total (C)	4,98,000	4,98,000	4.12	4,98,000	0	100.00	0.00
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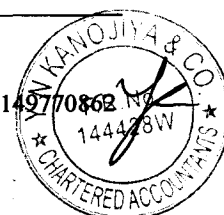
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Resolution 4:

Particulars	Special Resolution: Re- appointment of Mrs. Tripti Kochar (DIN: 07914207) as a Director (Category: Non-Executive & Independent) of the Company for a second term of Two (02) year effective Twenty First (21 st) Annual General Meeting for the financial year 2017-2018 up to the conclusion of Twenty Third (23 rd) Annual General Meeting to be held for the financial year 2019-2020.							
Category	Mode of Voting	No. of Shares held	No. of valid votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of votes in favour on votes polled	% of votes against on votes polled
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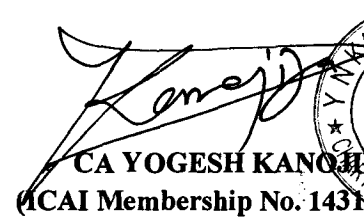
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I further report that:

- (a) I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Ballot Box used at the venue of the AGM, duly sealed; and
- (b) The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Y. N. KANOJIYA & CO
Chartered Accountants
Firm Registration No.: 144428W

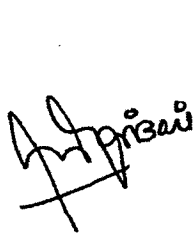
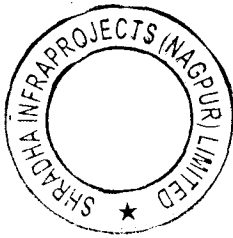

CA YOGESH KANOJIYA
(ICAI Membership No. 143126)

Address: Plot No. 197, Yeshwant Nagar,
Near Buddha Vihar, Nagpur - 440 033,
Maharashtra, India

Place: Nagpur

Date: 29th September, 2018

Countersigned and received the report:

Chairman of the Annual General Meeting
Shradha Infraprojects (Nagpur) Limited

Place: Nagpur

Date: 29th September, 2018

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