

Kridhan Infra Limited

(Formerly known as Readymade Steel India Ltd)

5th September, 2018

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Scrip Code 533482

National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051.

Ref: Symbol: KRIDHANINF

Central Depository Services (India) Limited

Office: Marathon Futurex,
A-Wing, 25th Floor,
NM Joshi Marg, Lower Parel,
Mumbai 400013.

National Securities Depository Limited

Trade World, A wing,
4th Floor, Kamala Mills Compound,
Lower Parel, Mumbai 400013.

Bigshare Services Pvt. Ltd.

Bharat Tin Works Building,
1st Floor, Opp. Vasant Oasis,
Makwana Road, Next to Keys Hotel
Marol, Andheri East, Mumbai 400059.

Subject: Notice of Book Closure and Annual General Meeting pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/ Madam,

We refer the above subject and inform you as under:

1. With reference to the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Notice of 12th Annual General Meeting of the Company to be held on Friday, September 28, 2018;
2. The Register of Members and Share Transfer Book of the Company will remain closed from Friday, September 21, 2018 to Friday, September 28, 2018 (both day inclusive) for the purpose of 12th Annual General Meeting to be held on Friday, September 28, 2018 and Declaration of Dividend; and

Kridhan Infra Limited
Reg. Office : 203, Joshi Chambers,
Ahmedabad Street, Carnac Bunder,
Masjid (East), Mumbai - 400009.

Kridhan Infra Limited
Corp. Office : Unit No. 104, Samarpan
Complex, Opp. Solitaire Park,
Guru Hargovindji Road, Beside
Mirador Hotel, Chakala,
Andheri (East), Mumbai - 400 099.

3. The Company will provide its members the facility to exercise their votes electronically for all the resolutions as set forth in the Notice. The Company has fixed Friday, September 21, 2018 as the Record Date (Cut-off Date) to ascertain the shareholders entitled for the payment of dividend and to determine the entitlement of voting rights of the members. The e-voting period will commence on Tuesday, September 25, 2018 at 09:00 a.m. (IST) and ends on Thursday, September 27, 2018 at 05:00 p.m. (IST) (both days inclusive).

You are requested to kindly take it on record.

Thanking You,

Yours Faithfully,

For **Kridhan Infra Limited**



Jyoti Gade
Company Secretary

Encl: As above



Kridhan Infra Limited**CIN: L27100MH2006PLC160602****Registered Office:** 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400009.**Corporate Office:** Unit No. 104, Samarpan Complex, Opp. Solitaire Park, Guru Hargovindji Road, Beside Mirador Hotel, Chakala, Andheri (East), Mumbai 400099.**Email:** investor@kridhan.com, **Website:** www.kridhan.com, **Tel:** +91-22-240589589

Notice of Annual General Meeting

NOTICE is hereby given that the 12th Annual General Meeting of Kridhan Infra Limited will be held on Friday, 28th September, 2018 at 3:00 p.m. at the Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400053 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, 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 31st March, 2018, together with the Report of Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2018.
3. To appoint a Director in place of Mrs. Nikki Agarwal (DIN: 00182633), Director of the Company who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and if, thought fit to pass with or without modifications, the following resolutions as an Ordinary Resolution:

"RESOLVED THAT Mr. Shekhar Bhuvania (DIN: 03604299), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 6th December, 2017 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 the Article 136 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, the appointment of Mr. Shekhar Bhuvania, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 6th December, 2017 to 5th December, 2022, be and is hereby approved."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and the Articles of Association of the Company and subject to the requisite approval of the Central Government and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Anil Agrawal (DIN: 00360114) as the Managing Director of the Company, who shall not be liable to retire by rotation, and designated as 'Managing Director' for a period of 5 (five) years commencing from August 14, 2018 on the terms and conditions, as set out in the Explanatory Statement annexed to this Notice, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee) of the Company to alter and vary the terms and conditions of the said appointment and/ or remuneration as it may deem fit, subject to applicable provisions of the Act."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year, during the tenure of Mr. Anil Agrawal as the Managing Director, the Company shall make payment of the remuneration payable to him, as decided by the Board, subject to the approval of the Central Government, if required, and subject to such conditions and modifications as maybe prescribed or imposed by the Central Government while granting such approval, as applicable. In case the remuneration is paid in excess of the limits permitted under the Act without the sanction of the Central Government, Mr. Anil Agrawal shall refund such amount and pending such refund shall hold such amount in trust for the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or a Committee thereof or any of the empowered officials, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 ("said Section"), approval of shareholders of the Company be and is hereby accorded for making of loan(s) to Vijay Nirman Company Private Limited, associate company being an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding ₹ 50 Crores (Rupees Fifty Crores only) and giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by VNC of an aggregate outstanding amount not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores only)"

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in suppression of power earlier given by members and pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) thereof for the time being in force and as may be enacted from time to time), Articles of Association of the Company and subject to necessary approvals, if required, consent of the members be and is hereby accorded to the Board of Directors:

- i) giving loans to any person or other body corporate;
- ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and/ or

- iii) for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc., of any other body corporate up to an amount, the aggregate outstanding of which should not, at any time, exceed ₹ 1200 Crore (Rupees One Thousand Two Hundred Crore only) notwithstanding that such investments, outstanding loans given or to be given and guarantees and securities provided are in excess of the limit prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) as formed by the Board be and is hereby authorized, to invest, make loan or provide guarantees/security to any person or body corporate, within aforesaid limits, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient."

"RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) as formed by the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security (ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same."

"RESOLVED FURTHER THAT any one Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

For and on behalf of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, 14th August, 2018

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

Notes:

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. M/s. MKPS & Associates (Firm Registration No. 302014E), Chartered Accountant were appointed as Statutory Auditors of the Company by the Members at the 11th Annual General Meeting (AGM) held on Friday, 29th September, 2017 to hold office from conclusion on 11th AGM until the conclusion of 13th AGM of the Company. In accordance with the provisions of the Companies (Amendment) Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditor is not required to be ratified at every AGM.
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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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 Friday, 21st September, 2018 to Friday, 28th September, 2018 (both days inclusive).
8. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to address all correspondence, including dividend-related correspondence, to the Registrar and Share Transfer Agents, Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059.
12. **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.**
13. 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.
14. The Notice of the 12th 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.
15. Members may also note that the Notice of the 12th AGM and Annual Report 2017-18 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 corporate 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.

16. Additional information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect of the person seeking re-appointment at the AGM as Director under Item No. 3 of the Notice, is furnished as annexure to the Notice.
17. 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.
18. All documents referred to in the Notice will be available for inspection at the Company's corporate office during normal business hours on working days up to the date of the AGM.
19. 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.

THE SHAREHOLDER NEEDS TO FURNISH THE 'ATTENDANCE SLIP' ALONG WITH A VALID IDENTITY PROOF SUCH AS THE PAN CARD, PASSPORT, AADHAR CARD OR DRIVING LICENSE, TO ENTER THE AGM HALL.

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The Voting period begins on Tuesday, 25th September, 2018 at 09:00 a.m. (IST) and ends on Thursday, 27th September, 2018 at 05:00 p.m. (IST). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Friday, 21st September, 2018 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:

- Open e-mail
- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- Now click on "Shareholders" tab
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - 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	<ul style="list-style-type: none"> 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. 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.
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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN i.e. 180823017 for "Kridhan Infra Limited" for the relevant <Company Name> on which you choose to vote.
- 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 Tuesday, 25th September, 2018 at 09.00 a.m. (IST) and ends on Thursday, 27th September, 2018 at 05.00 p.m. (IST). 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. Friday, 21st September, 2018 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) 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.
- d) 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).
- e) 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) Friday, 21st September, 2018.
- f) Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- g) The results of the e-voting along with the scrutinizers report shall be placed in 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.
- h) 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. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the corporate office of the Company not later than Thursday, 27th September, 2018 (05.00 p.m. IST).
- i) Ballot Form received after this date will be treated invalid.
- j) 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.
- k) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the corporate 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.
- l) 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.

- m) 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.

For and on behalf of the Board of Directors,
Kridhan Infra Limited

Mumbai, 14th August, 2018

Jyoti Gade
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shekhar Bhuwania (DIN: 03604299), as an Additional (Independent) Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from 6th December, 2017 to 5th December, 2022, 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, Mr. Shekhar Bhuwania 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 his candidature for the office of Director.

Mr. Shekhar Bhuwania is a Qualified Chartered Accountant (CA), Company Secretary (CS) and Law Graduate from Mumbai University. He is having a rich experience of more than a decade in the field of Finance, Investment banking, Taxation, Legal, secretarial and compliance activities. He has served in Private Sector Bank, one of the major law firms and in one of four major audit firms erstwhile.

The Company has received a declaration from Mr. Shekhar Bhuwania to the effect that he 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, Mr. Shekhar Bhuwania 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 corporate Office of the Company.

In compliance with the provisions of the Act, the appointment of Mr. Shekhar Bhuwania 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 Mr. Shekhar Bhuwania as an Independent Director, not liable to retire by rotation.

Except Mr. Shekhar Bhuwania, 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:

Mr. Anil Agrawal [DIN: 00360114], the Managing Director of the Company whose term expires on to August 24, 2018 is to be re-appointed as Managing Director w.e.f August 14, 2018 for a period of 5 [Five] years.

The Board at its meeting held on Tuesday, August 14, 2018 based on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Mr. Anil Agrawal as a Managing Director of the Company. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing his candidature for the office of Director. He was also appointed as the Managing Director of the Company, designated as 'Managing Director' of the Company, subject to approval of the Members of the Company and such other approvals as may be necessary, for a period of 5 (five) years w.e.f. August 14, 2018 on terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Mr. Anil Agrawal, a management graduate with more than a decade of experience in the steel & infrastructure industry. He is the founder of Kridhan Infra Limited and heads the organization today. Product innovation and steel industry expertise being his forte, Mr. Agrawal pioneered the concept of 'ready to use' steel in India. Mr. Agrawal has successfully led the company through many challenges and hurdles to emerge out stronger and better. His broad global perspective and sharp leadership skill has empowered Kridhan Infra Limited to expand its horizons beyond the domestic frontiers positioning it to become a true international player.

Broad particulars of the terms of appointment and of remuneration payable to Mr. Anil Agrawal are as under:

- i. Period: 5 Years w.e.f. August 14, 2018 with a liberty to either party to terminate the appointment by serving 3 months advance written notice to each other.
- ii. Mr. Anil Agrawal is appointed with a remuneration of upto ₹ 50 Lakhs p.a. (Rupees Fifty Lakhs Only).
- iii. General :
 - a. Mr. Anil Agrawal shall perform such duties as shall from time to time be entrusted to him, subject to overall supervision, guidance and control of the Board of Directors of the Company;
 - b. Reimbursement of expenses actually and properly incurred by him for and in connection with the business of the Company.
 - c. Mr. Anil Agrawal act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors; and

- d. Mr. Anil Agrawal shall adhere to the Company's Code of Conduct and policies framed by the Company, from time to time.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act. The Board recommends the passing of these resolutions as an Special Resolution at Item Nos. 5 of this Notice for approval of Members.

Except Mr. Anil Agrawal and Mrs. Nikki Agarwal (wife of Mr. Anil Agrawal) none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item Nos. 5 of this Notice.

Item No. 6:

Vijay Nirman Company Private Limited (VNC), is an associate company wherein your Company holds appx. 41.47% equity share capital and the balance equity share capital is held by other Directors and Individual Shareholders and Mr. Anil Agrawal, Managing Director of your Company is also a Nominee Director on behalf of the Company.

VNC is a pedigree private construction company with over 35 years of operations. The company has strong technical skill set with a superior leadership team. It has more than 1,600 equipment units to complement its 1,600-1,700 strong staff team. The company has completed over 400 projects and has an exceptional reputation in civil engineering, design and project management skills. The company has a strong order book of over INR 3,200 crores.

The funding requirements of VNC are currently met through Bank Loans.

It is proposed that going forward the funding requirements of VNC shall be met through funds infused by inter corporate loans. Additionally, the Company in honouring its obligations, may be required to give guarantee(s) and/or provide security(ies) in connection with any loan taken/ to be taken by VNC. VNC proposes to use the said loan(s)/guarantee(s)/security(ies) for its business activities and the matters connected and incidental thereto ("Principal Business Activities").

VNC is an entity under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2(b) of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of loan(s) of an aggregate outstanding amount not exceeding ₹ 50 Crores (Rupees Fifty Crores only), and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by VNC of an aggregate outstanding amount not exceeding ₹ 1,000 Crores (Rupees One Thousand Crores only) on the terms mentioned in the resolution set out at Item no. 6 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 6 to be passed as a special resolution by the members.

Except Mr. Anil Agrawal (being the Nominee Director in VNC), Mrs. Nikki Agarwal, (being spouse of Mr. Anil Agrawal), none of the Promoter, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution.

Item No. 7:

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. upto an amount of 60% of its paid-up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

The Company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

Since, the investments to be made, the guarantees to be given and securities to be provided, are likely to exceed the present overall limits as per Section 186 of the Companies Act, 2013, the Company proposes to obtain the prior approval of shareholders by means of a special resolution.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of special resolution to authorize the Board to exercise powers for an amount not exceeding ₹ 1,200 crore (Rupees One Thousand Two Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at item No. 7 of the Notice except to the extent of their shareholding.

For and on behalf of the Board of Directors,
Kridhan Infra Limited

Mumbai, 14th August, 2018

Jyoti Gade
Company Secretary

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:

Particulars	Mrs. Nikki Agarwal	Mr. Shekhar Bhuwania	Mr. Anil Agrawal
Age	37 years	41 years	41 years
Qualifications	B. Com and MBA	CA, CS and LLB	B. Com, MMS
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Nikki Agarwal is having experience in the field of Management.	Mr. Shekhar Bhuwania is a Qualified Chartered Accountant (CA), Company Secretary (CS) and Law Graduate from Mumbai University. He is having a rich experience of more than a decade in the field of Finance, Investment banking, Taxation, Legal, secretarial and compliance activities. He has served in Private Sector Bank, one of the major law firms and in one of four major audit firms erstwhile.	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 passed by the shareholders at the Annual General Meeting held on 29th September, 2015, Mrs. Nikki Agarwal was appointed as a Non-executive Director, liable to retire by rotation.	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on 28th September, 2018 read with Explanatory Statement thereto, Mr. Shekhar Bhuwania 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. 6th December, 2017.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on 28th September, 2018 read with Explanatory Statement thereto, Mr. Agrawal is proposed to be appointed as a Managing Director of the Company; not liable to retire by rotation, for a period of 5 years w.e.f. 14th August, 2018.
Remuneration last drawn (including sitting fees)	Nil	Nil	Nil
Remuneration proposed to be paid	Nil	Nil	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on 28th September, 2018.
Date of first appointment on the Board	31/03/2015	06/12/2017	21/03/2006
Shareholding in the Company	Nil	Nil	26152160 Equity Shares of ₹ 2/- each
Relation with other Directors/ Key Managerial Personnel	Spouse of Mr. Anil Agrawal, Managing Director of the Company	NA	Spouse of Mrs. Nikki Agarwal, Non-executive Director of the Company
Number of meetings of the Board attended during the Year (2017-18)	6	2	4
Directorships of the other listed entities	Nil	Nil	Nil
Membership/ Chairmanship of Committees of the other listed entities	Nil	Nil	Nil

Notes

[illegible]

Notes

[illegible]

Kridhan Infra Limited

CIN: L27100MH2006PLC160602

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

Corporate Office: Unit No. 104, Samarpan Complex, Opp. Solitaire Park,
Guru Hargovindji Road, Beside Mirador Hotel,
Chakala, Andheri (East), Mumbai 400099.

Email: investor@kridhan.com, **Website:** www.kridhan.com, **Tel:** +91-22-240589589

Attendance Slip

(To be presented at the entrance)

12th Annual General Meeting on Friday, 28th September, 2018 at 3:00 p.m.
At Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex,
Andheri (West), Mumbai 400053.

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 12th Annual General Meeting of the Company at Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400053, on Friday, 28th September, 2018 at 3:00 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. 104, Samarpan Complex, Opp. Solitaire Park, Guru Hargovindji Road,
Beside Mirador Hotel, Chakala, Andheri (East), Mumbai 400099.

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) holdingshares of the above named Company, hereby appoint:

1. Name:

Address :

Email ID:Signature:or failing him/her

2. Name:

Address :

Email ID:Signature:or failing him/her

3. Name:

Address :

Email ID:Signature:or failing him/her

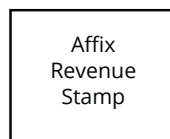
as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 12th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 at 3:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
	Ordinary Business		
1	To receive, consider and adopt:		
	a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, 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 31st March, 2018, together with the Report of Auditors thereon.		
2	To declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2018.		
3	To appoint a Director in place of Mrs. Nikki Agarwal (DIN: 00182633), Director of the Company who retires by rotation and being eligible offers herself for re-appointment.		

Resolution No.	Resolution	For	Against
	Special Business		
4	To Appoint Mr. Shekhar Bhuwania (DIN: 03604299), as an Independent Director.		
5	To Re-appoint Mr. Anil Agrawal (DIN: 00360114) as the Managing Director of the Company.		
6	Providing loan(s), guarantee(s) and security(ies) u/s 185 of the Companies Act, 2013 to Vijay Nirman Company Pvt. Ltd., an associate of the Company.		
7	Increase in threshold of Loans/ Guarantees, Providing Securities and making of Investment in Securities under Section 186 of the Companies Act, 2013.		

Signed thisday of2018

Signature of Shareholder



Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the corporate office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and notes, please refer to the notice of 12th Annual General Meeting.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

Kridhan Infra Limited

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

CIN: L27100MH2006PLC160602

Assent/ Dissent Form for Voting on AGM Resolutions

1. Name(s) & Registered Address :
Of the sole/ first named member
2. Name(s) of the Joint-Holder(s) (if any) :
3. Registered Folio No. :
4. DP ID No. & Client ID No. :
(Applicable to Members Holding shares in dematerialized Form)
5. Number of Share(s) held :
6. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 12th Annual General Meeting dated Friday, 28th September, 2018 by conveying my/ our assent or dissent to the resolutions by placing tick (✓) mark in the appropriate box below:

Resolution No.	Resolution	For	Against
	Ordinary Business		
1	To receive, consider and adopt:		
	a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2018, 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 31st March, 2018, together with the Report of Auditors thereon.		
2	To declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2018.		
3	To appoint a Director in place of Mrs. Nikki Agarwal (DIN: 00182633), Director of the Company who retires by rotation and being eligible offers herself for re-appointment.		
	Special Business		
4	To Appoint Mr. Shekhar Bhuwania (DIN: 03604299), as an Independent Director.		
5	To Re-appoint Mr. Anil Agrawal (DIN: 00360114) as the Managing Director of the Company.		
6	Providing loan(s), guarantee(s) and security(ies) u/s 185 of the Companies Act, 2013 to Vijay Nirman Company Pvt. Ltd., an associate of the Company.		
7	Increase in threshold of Loans/ Guarantees, Providing Securities and making of Investment in Securities under Section 186 of the Companies Act, 2013.		

Date:

Signature of the Member

Place:

Or

Authorised Representative

Notes:

- i. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii. Last date for receipt of Assent/ Dissent Form: Thursday 27th September, 2018 (5:00 p.m. IST).
- iii. Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatched/ e-mailed to the members whose names appear in the Register of Members as on 3rd August, 2018.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative/s with proof of their authorization, as stated below.

Instructions for voting physically on Assent/ Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the corporate office of the Company on or before the close of working hours i.e. Thursday 27th September, 2018 (5:00 p.m. IST). All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

FORM NO. SH-13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and
Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Kridhan Infra Limited
Unit No. 104, Samarpan Complex,
Opp. Solitaire Park, Guru Hargovindji Road,
Beside Mirador Hotel, Chakala,
Andheri (East), Mumbai 400099.

I/ We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. Particulars of the Securities (in respect of which nomination is being made):

Nature of Security	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. Particulars of Nominee/s:

- a) Name :
- b) Date of Birth :
- c) Father's/Mother's/Spouse's name :
- d) Occupation :
- e) Nationality :
- f) Address :
- g) E-mail Id :
- h) Relationship with the security holder :

3. In case nominee is a minor:

- a) Date of Birth :
- b) Date of attaining majority :
- c) Name of guardian :
- d) Address of guardian :

Name of the Security Holder(s) :

Signature

1.....

2.....

Name of witness:..... Signature of witness:

Address of witness: Date:

FORM NO. SH-14

Cancellation or Variation of Nomination

[Pursuant to Section 72 of the Companies Act, 2013 and
Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Kridhan Infra Limited
Unit No. 104, Samarpan Complex,
Opp. Solitaire Park, Guru Hargovindji Road,
Beside Mirador Hotel, Chakala,
Andheri (East), Mumbai 400099.

I/We hereby cancel the nomination(s) made by me/us in favor of.....(name
and address of the nominee) in respect of the below mentioned securities.

Or

I/We hereby nominate the following person in place of.....as nominee in respect of the
below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

1. Particulars of the Securities (in respect of which nomination is being made):

Nature of Security	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. Particulars of Nominee/s:

- a) Name :.....
- b) Date of Birth :.....
- c) Father's/Mother's/Spouse's name :.....
- d) Occupation :.....
- e) Nationality :.....
- f) Address :.....
- g) E-mail Id :.....
- h) Relationship with the security holder :.....

3. In case nominee is a minor:

- a) Date of Birth :.....
- b) Date of attaining majority :.....
- c) Name of guardian Address of guardian :.....
- d) Name :.....
- e) Address :.....

Name of the Security Holder (s) :.....

Signature :.....

Witness with the name and address :.....

Kridhan Infra Limited

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

Corporate Office: Unit No. 104, Samarpan Complex, Opp. Solitaire Park, Guru Hargovindji Road,
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Tel No. 91 40589589, **Web site:** www.kridhan.com, **Email ID:** cs@kridhan.com

CIN: L27100MH2006PLC160602

14th August, 2018

Dear Shareholder(s),

Sub.: Conversion of shares into dematerialized form.

The Securities and Exchange Board of India ('SEBI') vide its notification dated 8th June, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that transfer of securities with effect from 5th December, 2018 would be in dematerialized form only.

As per the records maintained with the Company's Registrar & Share Transfer Agents, Big Share Services Pvt. Ltd. ('Big Share'), we note that there are certain shareholders holding shares in the Company in physical form. Accordingly, we urge you to take necessary steps with your Depository Participant(s) to dematerialize your shares held in the Company. Please note that as per the above SEBI Notification, with effect from 5th December, 2018, the Company/ Big Share will be obliged to reject any request for transfer of your shares. However, requests for transmission or transposition and dematerialization shall continue to be considered.

The FAQs on dematerialization of shares, including the process for dematerialization, is given along with this letter for your information.

In case of any queries in this regard, you may also contact our Registrar & Share Transfer Agents at:

Big Share Services Pvt. Ltd.

Unit: Kridhan Infra Limited

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,

Makwana Road, Marol, Andheri East, Mumbai, 400059.

Telephone: +91 22 6263 8200

Fax No : 022 - 62638299

email: rajeshm@bigshareonline.com; website: www.bigshareonline.com

Thanking you,

For **Kridhan Infra Limited**

Sd/-

Jyoti Gade

Company Secretary

Frequently asked questions on Dematerialisation / Rematerialisation

A. What are the benefits of Dematerialisation of shares?

Shares held in DEMAT form have several advantages and helps eliminate many problems that investors have to face while dealing with securities. They minimise paperwork that is involved with the ownership, trading, and transfer of securities. It facilitates faster transactions and makes trade of securities extremely convenient. There are a wide range of advantages associated with a DEMAT account such as:

- a. The risks pertaining to physical certificates like loss, theft, forgery and damage are eliminated completely with a DEMAT account.
- b. The lack of paperwork enables quicker transactions and higher efficiency in trading including immediate transfer of shares and faster settlement cycle.
- c. Ease in portfolio monitoring
- d. The shares that are created through mergers and consolidation of companies are credited automatically in the DEMAT account.
- e. There is no need to pay stamp duty on transfer of securities thereby bringing down the cost of transaction significantly.

B. How do I open an account with a Depository and will I be periodically informed about the movement in my electronic account?

You may open an account with a depository participant ('DP') of your choice. As an investor you will interact with National Securities Depository Limited (NSDL) or Central Depository Services Limited (CDSL) through your Depository Participant. Your DP will allot you an account number which will serve as a reference for all your future dealings with them.

Your DP will update your account after each transaction, and would periodically furnish you with a statement of holding. You may verify this with them at the time of opening your electronic account.

C. How do I convert my paper/physical certificates into an electronic holding? [Dematerialisation]

To dematerialize your holding, you should first have an account with a DP of your choice. You may then hand over to your DP, the certificates along with the 'Dematerialisation Request Form' (DRF). Only the securities registered in your name can be submitted for dematerialization. Your DP will then send the DRF and the certificates to the Registrar and Share Transfer Agents of the Company, Big Share Services Pvt. Ltd. ('Big Share') and an electronic request will also be sent through the NSDL/CDSL network reconfirming the same. Big Share will verify the documents and if found in order, the dematerialization request will be confirmed to NSDL/CDSL who will in turn inform your DP. In the books of the Company, your folio with TSRDL will be debited and the account of NSDL/CDSL will be credited in respect of such dematerialized securities. NSDL/CDSL in their electronic records will credit the account of your DP who will then credit your account with the number of securities that have been dematerialized and the securities will thereafter be held in electronic form. This process would take approximately 15-20 days.

D. Will I continue to receive corporate benefits?

All the corporate benefits such as dividend, interest, bonus shares, rights shares will be issued by TSRDL to the beneficial owners i.e. the account holders who hold the securities in electronic form. The dividend/interest amounts as and when declared/issued will be sent to you/your bankers directly. The entitlement of rights and bonus shares/debentures wherever applicable, will be credited to the beneficiaries accounts as per the investors' option and the terms of the issue.

E. How do I trade (buy/sell) in electronic form?

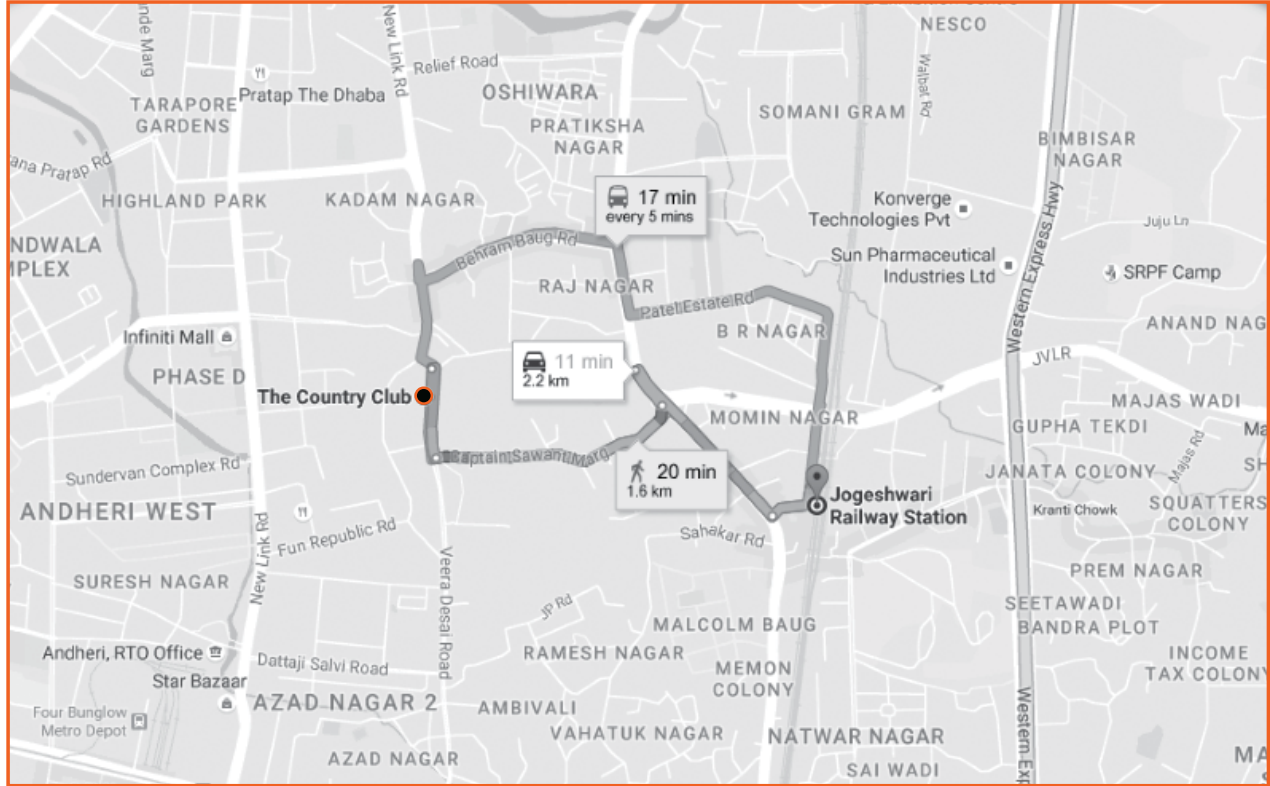
You may buy and sell securities in electronic form through the depository by co-ordinating with your broker and your DP. Such transactions would be simpler and faster. Payments for such transactions would be made in the same way as is done for physical certificates. Securities purchased in electronic form are credited to your account on the very next day of payout with no formalities of filling transfer deeds or applying to the Company for registration.

Such transactions are not routed through the Company and the debit/credit takes place directly in the Depository System. However, corporate benefits would be paid to the person holding such securities on the Record date/Book closure date as applicable.

F. How can I reconvert my electronic holding into paper/physical form? [Rematerialisation]

As per the existing guidelines, an investor can choose to reconvert his electronic holding into physical form at any time through his DP. On receipt of the rematerialisation request along with the 'Remat Request Form' (RRF) the Company will issue fresh certificates.

12th Annual General Meeting



Venue

The Country Club, A/723, Opp. Kia Park, Veera Desai Road,
Prathmesh Complex, Andheri (West), Mumbai 400053.
Date: 28th September, 2018