



Kridhan Infra Limited
(Formerly Known as Readymade Steel India Ltd)

Kridhan Infra Limited

CIN: L27100MH2006PLC160602

Registered Office: A/13, Cross Road No.5, Kondivita Road, Marol,
M.I.D.C., Andheri (East), Mumbai 400093.

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

Notice of Annual General Meeting

Notice is hereby given that the 11th Annual General Meeting of Kridhan Infra Limited will be held on Friday, 29th September, 2017 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 business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone & Consolidated Audited Financial Statement of the Company for the year ended 31st March, 2017 including audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend on Equity Shares for the financial year ended 31st March, 2017 as recommended by the Board.
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.
4. Appointment of M/s. MKPS & Associates, Chartered Accountants as Statutory Auditor of the Company.

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

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. MKPS & Associates Chartered Accountant, (Firm Registration No. 302014E) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 11th Annual General Meeting till the conclusion of 13th Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at the remuneration of Rs. 1,50,000/- plus taxes, out of pocket, travelling expenses, if any, as may be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

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

5. Regularization of Mr. Amar Fadia (DIN: 00530828) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amar Fadia (DIN: 00530828), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors at its meeting held on 14th November, 2016 and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of Rs. 1,00,000/- [One Lakhs Rupees] under Section 160



of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 14th November, 2016.”

“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.”

6. To charge and incur actual expenses in advance to Section 20 of the Companies Act, 2013.

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

“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.”

7. Authority to Board of Directors to borrow money above the limit prescribed u/s 180(1)(c).

“RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(c) (corresponding to Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Paid-up Capital of the Company and its Free Reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 800 Crores (Rupees Eight Hundred Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and are hereby severally authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/ or expedient in that behalf.”

To consider and if, thought fit to pass with or without modifications, the following resolutions as a Special Resolution:

8. Issue of Convertible Warrants on preferential basis.

“RESOLVED THAT pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), the rules and regulations issued by the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”) and other policies, rules, regulations, guidelines, notifications and circulars as applicable, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the



Company, and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, from time to time in one or more tranches, 2250000 [Twenty Two Lakh Fifty Thousand Only] Convertible Warrants (“Warrants”) on a preferential basis to the following allottees;

Sr. No.	Name	Status	Category	Number of Warrants
1	Antara India Evergreen Fund Ltd PAN AABCI6920P	Foreign Portfolio Investor	Non-Promoter Group	1000000
2	Mr. Manish Srivastav PAN AGDPS7016D	Individual (NRI)	Non-Promoter Group	1250000
	Total			2250000

with a right to Warrant Holder ‘s to apply for and get allotted one Equity Share of face value of Rs. 2/- (Rupees two Only) each (the “Equity Shares”) for each Warrant, within a period of 18 (Eighteen) months from the date of allotment of Warrants, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 90/- each (Rupees Ninety Only) at cash aggregating to Rs. 20,25,00,000/- (Rupees Twenty Crore Twenty-Five Lakhs only), or such higher price as may be arrived at in accordance with the ICDR Regulations.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “Relevant Date” for the purpose of determining the minimum issue price for the issue of warrants/ equity shares arising on conversion of warrants is Wednesday, August 30, 2017, which is 30 (Thirty) days prior to the date of the shareholders’ meeting held on Friday, September 29, 2017.”

“RESOLVED FURTHER THAT in accordance with the applicable provisions of the ICDR Regulations, the Warrant Holder shall pay an amount equivalent to atleast 25% of the price fixed per Warrant on or before the allotment of the Warrants.”

“RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing special resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.”

“RESOLVED FURTHER THAT Mr. Anil Agrawal, Managing Director of the Company, be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants including reduction of the size of the issue, as it may deem expedient, in its discretion.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:



- (i) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”);
- (ii) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- (iii) The Warrant Holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;
- (iv) The Company shall procure that within 30 (Thirty) days of the issuance and allotment of any Equity Shares to the Warrant Holder upon exercise of Warrants, the listing and trading approvals for such Equity Shares are received from the relevant stock exchanges;
- (v) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- (vi) Upon exercise of the Warrants by the Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform such actions as are required to credit the Equity Shares to the depository account of Warrant Holder and entering the name of Warrant Holder in the records of the Company as the registered owner of such Equity Shares;
- (vii) A Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares will be payable by the Warrant holder at the time of exercising the Warrant;
- (viii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- (ix) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant holder:
 - (a) Receives such number of Equity Shares that Warrant holder would have been entitled to receive; and
 - (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- (x) The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant holder to the Company in accordance with the provisions of ICDR Regulations;



- (xi) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of ICDR Regulations relating to preferential issues;
- (xii) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder thereof any rights with respect to that of a shareholder(s) of the Company; and
- (xiii) Until the Warrants are transferred, the Company shall treat Warrant Holder as the absolute owner for all purposes without being affected by any notice to the contrary.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

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

Date: 31st August, 2017
Place: Mumbai

Jyoti Gade
Company Secretary



Notes

1. 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.
2. 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.
3. In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of not exceeding fifty (50) members and holding in aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights.
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, 22nd September, 2017 to Friday, 29th September, 2017 (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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.

12. The Notice of the 11th 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.
13. Members may also note that the Notice of the 11th AGM and Annual Report 2016-17 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.
14. 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.
15. 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.
16. 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.
17. 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, 26th September, 2017 at 09.00 a.m. (IST) and ends on Thursday, 28th September, 2017 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 Friday, 22nd September, 2017 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	<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.
	<ul style="list-style-type: none"> 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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. 170901085 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 Tuesday, 26th September, 2017 at 09.00 a.m. (IST) and ends on Thursday, 28th September, 2017 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, 22nd September, 2017 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) Friday, 22nd September, 2017.
- g) 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.
- h) 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.
- 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. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than Thursday, 28th September, 2017 (05.00 p.m. IST).
- j) Ballot Form received after this date will be treated 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.

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

Date: 31st August, 2017
Place: Mumbai

Jyoti Gade
Company Secretary



Details of Director Seeking Re-appointment at the Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

Particulars	Ms. Nikki Agarwal (DIN: 00182633)
Date of Birth	2 nd April, 1980
Date of Appointment	31 st March, 2015
Qualifications	B. Com and MBA
Expertise in specific functional areas	Management
Relation with other Director of the Company	Spouse of Mr. Anil Agrawal, Managing Director
Directorship held in other listed companies	NIL
Membership and Chairmanship of Committees of the other listed companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL
Number of shares held in the Company	NIL

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

Date: 31st August, 2017
Place: Mumbai

Jyoti Gade
Company Secretary

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

Item No. 5:

Mr. Amar Fadia (DIN: 00530828) was appointed as an Additional (Independent) Director of the Company with effect from 14th November, 2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Fadia hold the office upto the date of this Annual General Meeting but is eligible for appointment as a Director. The Company has received a Notice from a Member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Fadia has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

Mr. Fadia is a member of the Institute of Chartered Accountants of India since July, 1994 and Director of Astute Commercial Services And Solutions Private Limited. He was earlier associated with Essar Group for over 20 years and was responsible for Capital Raising, Corporate Structuring and Treasury Management for Essar Global Fund Ltd. His major contribution in Essar has been raising structured finance of over US \$ 5 Billion for the Group. A rank holder Chartered Accountant Mr. Amar Fadia also has a degree from Jamnalal Bajaj Institute of Management Studies.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in the Item No. 5 of the Notice for appointment of Mr. Fadia as an Independent Director, not liable to retired by rotation.



Except Mr. Fadia, 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 the Item No. 5.

Brief details of Mr. Amar Fadia:

Particulars	Mr. Amar Fadia (DIN: 00530828)
Date of Birth	3 rd October, 1970
Date of Appointment	14 th November, 2017
Qualifications	CA and MBA
Expertise in specific functional area	Management
Relation with other Directors of the Company	Nil
Directorship held in other listed Company	Nil
Membership and Chairmanship of Committees of the other listed companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
Number of shares held in the Company	Nil

Item No.6:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-Section (2) of the Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors, have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out in Item No. 7 of the notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members of the Company.

Item No.7:

Also under the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company can, with the consent of the Members obtained by Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose.

Keeping in view of the Company's business requirements and growth plans, it is considered appropriate to increase the aforesaid limit of borrowing. Your consent is therefore sought to, authorize the Board to borrow up to 800 crores.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members of the Company.



Item No. 8:

Brief Profile of Allottes:

1. Antara India Evergreen Fund Ltd is a Foreign Portfolio Investor registered with SEBI, incorporated in Mauritius on 15 February 2007 having its registered office at 4th Floor, 19 Bank Street Cybercity Ebene Mauritius.

PAN: AABCI6920P

Share Holding in Kridhan Infra Limited as on date: Nil

Category: Non-Promoter Group.

2. Mr. Manish Srivastav is an NRI having place of residence at 327, River valley, Road, #05-02, Yong AN Park, Singapore 238359.

PAN: AGDPS7016D

Share Holding in Kridhan Infra Limited as on date: Nil

Category: Non-Promoter Group.

The proposed issue of warrants will be used towards meeting working capital requirement, Capital Expenses, Expansion in the Company, Acquisition of subsidiary or any other general corporate purpose as permitted by the laws rules and regulation.

The Board of Directors of the Company in its meeting held on 31st August, 2017, accorded its approval for raising funds through preferential issue of 2250000 [Twenty Two Lakh Fifty Thousand Only] Convertible Warrants (“Warrants”) to the above mentioned allottes, forming part of the Non-Promoter Group (as defined under the ICDR Regulations) of the Company, which may be exercised to receive equity shares at a price (including the warrant subscription price and warrant exercise price) of Rs. 90/- (Rupees Ninety only) determined in accordance with the ICDR Regulations, subject to necessary approvals as may be required in this regard.

Salient features of the preferential issue of Warrants are as under:

The proposed issue and allotment of Warrants, on a preferential basis, shall be governed by the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“ICDR Regulations”) and the Companies Act, 2013 read with rules made thereunder (“Act”). Without generality to the above, the salient features of the preferential issue of Warrants are as under:

1. The “Relevant Date” as per the ICDR Regulations for determining the minimum price for the preferential issue of Warrants is August 30, 2017, which is 30 days prior to the date of the shareholders’ meeting to be held on 29th September, 2017.
2. The minimum price as per the pricing formula prescribed under the ICDR Regulations for the preferential issue of Warrants is Rs. 83.86/- (Rupees Eight Three and Eighty Six Paise only), being higher of the following;
 - (a) The average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 26 weeks prior to the relevant date viz. Rs. 67.79/- (Rupees Sixty Seven and Seventy Nine Paise only).
 - (b) The average of the high and low of the volume weighted average price at the National Stock Exchange of India Limited for 2 weeks prior to the relevant date viz. Rs. 83.86/- (Rupees Eight Three and Eighty Six Paise only).



The issue price of the Warrants is Rs. 90/- (Rupees Ninety only) per warrant which is not less than the pricing as determined in Regulation 76 of Chapter VII [Preferential Issue] of ICDR Regulations.

3. 25% of the consideration for preferential issue of Warrants shall be received by the Company prior to the allotment of said warrants.
4. The Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches. At the time of exercise, the Warrant Holder shall pay the balance 75% of the consideration payable in respect of the Warrants so being exercised.
5. Post conversion of the Warrants, the Paid-up Equity Share Capital would be Rs. 15,26,83,530/- (Fifteen Crores Twenty Six Lakhs Eighty Three Thousand Five Hundred and Thirty Rupees Only) and Securities Premium would be Rs. 19,80,00,000/- (Rupees Nineteen Crore and Eighty Lakhs only) on the assumption that entire 2250000 [Twenty Two Lakhs Fifty Thousand Only] Warrants will be subscribed by Warrant Holder and converted into Equity Shares by the Company on application being made by the Warrant Holder to that effect.
6. The Company has not made any preferential issue of securities in this financial year, other than the proposed issue of Warrants as stated in this notice.
7. The Warrant Holder has not sold any equity shares during the six months preceding the Relevant Date.
8. The Warrant Holder has not subscribed to any warrants of the Company during last one year.

The other information prescribed under Regulation 73 of the ICDR Regulations is as follows;

a) Object of the preferential issue of Warrants and details of utilization of proceeds:

The proposed issue of warrants will be used towards meeting working capital requirement, Capital Expenses, Expansion in the Company, Acquisition of subsidiary or any other general corporate purpose as permitted by the laws rules and regulation

b) The proposal or intention of the Promoter/ Directors/ Key Management Personnel to subscribe to the proposed preferential issue, if any:

None of the other Promoters, Directors or Key Management Personnel of the Company intends to apply and subscribe to any of the Warrants.

c) The shareholding pattern of the Company before and after the preferential issue of Warrants:

Shareholding pattern before and after the proposed preferential issue of Warrants is as follows:

Category	Pre-issue Shareholding As on 25.08.2017*		Post-issue Shareholding*	
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
A. Promoters Holding				
1. Indian - Individual				
Anil Agrawal	26152160	35.2970	2,61,52,160	34.26
Krishnadevi Agrawal	50000	00.0675	50,000	0.07
2. Bodies Corporate				
Kridhan Infrastructures Private Limited	11381000	15.3607	1,13,81,000	14.91
Kridhan Petrochemicals Private Limited	7000000	09.4477	70,00,000	9.17
Sub-total-Indian Promoters	Nil	Nil	Nil	0.00
Foreign Promoters	Nil	Nil	Nil	0.00



Category	Pre-issue Shareholding As on 25.08.2017*		Post-issue Shareholding*	
	Number of Shares held	% of Shareholding	Number of Shares held	% of Shareholding
Sub-total (A 1+2)	44583160	60.1729	4,45,83,160	58.40
B. Non-Promoters Holding				
Mutual Funds	Nil	Nil	Nil	Nil
Venture Capital				
Funds	Nil	Nil	Nil	Nil
Alternate				
Investment Funds	Nil	Nil	Nil	Nil
Foreign Venture				
Capital Investors	Nil	Nil	Nil	Nil
Foreign Portfolio				
Investors	321013	0.4333	13,21,013	1.73
Financial				
Institution/Banks	20000	0.0270	20,000	0.03
Insurance				
Companies	Nil	Nil	Nil	Nil
Provident Funds/ Pension Funds	Nil	Nil	Nil	Nil
Sub-total (B 1)	341013	0.4603	13,41,013	1.76
2. Central / State government(s)				
Central Government / State Government(s) / President of India	Nil	Nil	Nil	Nil
Sub-total (B 2)	Nil	Nil	Nil	Nil
3. Non-Institution				
Individuals-				
Individual shareholders holding nominal share capital up to Rs. 2 lac	8555166	11.5467	85,55,166	11.21
Individual shareholders holding nominal share capital in excess of Rs. 2 lac	3637482	4.9094	36,37,482	4.76
NBFCs registered with RBI	1361	0.0018	1,361	Nil
Employee Trusts	Nil	Nil	Nil	Nil
Overseas Depositories (holding DRs) (balancing figure)	Nil	Nil	Nil	Nil
Any Other				
Bodies Corporate	12520312	16.8984	1,25,20,312	16.40
Clearing Member	1967343	2.6553	19,67,343	2.58
Directors Relatives	5000	0.0067	5,000	0.01
Non-Resident				
Indians (Non Repat)	91661	0.1237	91,661	0.12
Non-Resident Indians (NRI)	2015587	2.7204	32,65,587	4.28
Non-Resident Indians (Repat)	369680	0.4989	3,69,680	0.48
Trusts	4000	0.0054	4,000	0.01
Sub-total (B 3)	29167592	39.3668	3,04,17,592	39.84

* Pre-issue Shareholding is taken as on 25.08.2017 as provided by RTA.

**The above post-issue shareholding pattern assumes conversion of all the Securities into equivalent number of Equity Shares of the Company.



d) Proposed time within which preferential issue of Warrants shall be completed:

As required under the ICDR Regulations, the preferential issue of Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained in this Notice.

Provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last such approvals.

e) The Identity of the natural persons who are the ultimate beneficial owners of the shares/ Warrants proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of pre and post preferential issue capital that may be held by them:

The identity of the natural persons who are the ultimate beneficial owners of the shares/Warrants proposed to be allotted and /or who ultimately control the proposed allottees and the percentage of the pre and post preferential issue capital that may be held by them on a fully diluted basis is given in the following table.

Name & PAN of Allottee	Address	Category	Natural persons who are the ultimate beneficial owners	No. of warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
					No. of Shares	%	No. of Shares	%
Antara India Evergreen Fund Ltd.	4 th Floor, 19 Bank Street Cybercity Ebene Mauritius	Non-Promoter	Pahleb Rujub	1000000	Nil	Nil	1000000	1.3099
Manish Srivastav	327, River valley, Road, #05-02, Yong AN Park, Singapore 238359.	Non-Promoter Group	Manish Srivastav	1250000	Nil	Nil	1250000	1.6373

*Assuming 100% conversion of warrants.

f) Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed issue of Warrants on a preferential basis, and upon conversion of the Warrants, there will be no change in the control of the Company.

g) Lock-in-period:

- (i) The warrants allotted on a preferential basis and the equity shares to be allotted pursuant to exercise of options attached to warrants, shall be subject to 'lock-in' in accordance with the ICDR Regulations.
- (ii) The entire pre-preferential shareholding of Warrant Holder, if any, shall also be locked-in as per Regulation 78 of the ICDR Regulations.



h) Undertakings;

In terms of the ICDR Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of ICDR Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.

i) Other Disclosures:

- a) It is hereby confirmed that neither the Company nor any of its Promoters or Directors are a wilful defaulter.
- b) The Board, in its meeting held on August 30th 2017 has approved the issuance of Warrants on preferential basis to the Warrant Holder in the manner stated hereinabove, subject to the approval of members and other approvals, as may be required.
- c) A copy of the certificate from M/s. HS Associates, Company Secretary in practice, certifying that the above preferential issue of Warrants is made in accordance with the applicable provisions of the ICDR Regulations, will be open for inspection at the Registered Office of the Company during working hours between 9.30 a.m. and 1.00 p.m. on all working days up to the date of the AGM. Copies of the above-mentioned certificate shall also be laid before the AGM.
- d) Regulation 72(1) (a) of the ICDR Regulations provides that preferential issue of specified securities by a listed company would require approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the resolution as set out in Item No. 8 above to be passed as a Special Resolution.
- e) No Director or Key Managerial Personnel of the Company and/or their relative(s) is in any way concerned or interested, financially or otherwise, in the proposed resolution in Item No. 8 except to the extent of their shareholding in the Company.

For and on behalf of the Board of Directors,

Kridhan Infra Limited

Date: 31st August, 2017

Place: Mumbai

Jyoti Gade

Company Secretary