

KRIDHAN INFRA LIMITED

Corporate Identification Number (CIN): L27100MH2006PLC160602

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

Tel No: 96196 66510 **E-mail:** cs@kridhan.com

Website: www.kridhan.com

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given to the Members of Kridhan Infra Limited (“Company”) that the resolutions as set out in this Notice are proposed to be passed by the Members of the Company by means of Postal Ballot, by voting through remote electronic voting process (‘remote e-voting’) only, pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), General Circular Nos.14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other various relevant General Circulars, including latest General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force].

The explanatory statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Notice, is annexed hereto.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Sapna Chourasia (Membership No. F12597), Partner, or failing her, CS Prakash Shenoy (Membership No. F12625), Partner of M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of the Bigshare Services Private Limited (Bigshare), to provide remote e-voting facility to the Members of the Company instead of dispatching postal ballot forms. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

Members are requested to read the instructions in the Notes in this Notice and record their assent or dissent on the proposed resolutions to cast their votes electronically. Votes can be cast during the following period, not later than 5.00 P.M. IST on Sunday June 22, 2025.

The remote e-voting facility will be disabled by Bigshare thereafter.

Commencement of remote e-voting	Saturday, May 24, 2025 at 9.00 A.M. (IST)
Conclusion of remote e-voting	Sunday, June 22, 2025 at 5.00 P.M. (IST)

The results of the remote e-voting conducted by postal ballot process along with the Scrutinizer's Report will be made available on the website of the Company at www.kridhan.com and website of Bigshare at <https://ivote.bigshareonline.com> and shall also be intimated to the stock exchange(s), where the shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for remote e-voting i.e. June 22, 2025. If the resolutions are assented to by the requisite majority through postal ballot by means of remote e-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESSES

Item No. 1

Issue of securities on Preferential Basis

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date, as in force, (‘SEBI (ICDR) Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and / or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors

of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alteration(s), modification(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot by way of preferential issue, from time to time, in one or more tranches, up to 10,27,00,000 (Ten Crore Twenty Seven Lakh) equity shares of face value of Rs. 2/- each of the Company (‘Equity Shares’) and/or and/or warrants convertible into equivalent number of equity shares of the Company (‘Warrants’) for cash, at a price of Rs. 4.05/- (Rupees Four and Paise Five only) each (including a premium of Rs. 2.05 per Equity Share of Rs. 2/- each of the Company), or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher; to below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

Sr. No.	Name of proposed allottee	Category	Number of Equity Shares and/or Warrants
1	Anil Dhanpat Agrawal	Promoter	3,00,00,000
2	Kridhan Petrochemicals Private Limited	Promoter	2,75,00,000
3	ADA 360 Degree LLP	Non promoter – public	2,60,00,000
4	Pankaj Kapasi	Non promoter – public	12,00,000
5	Payal Kapasi	Non promoter – public	12,00,000
6	Pankaj Kapasi HUF	Non promoter – public	12,00,000
7	Shashwat Agrawal	Non promoter – public	36,00,000
8	Sanjay Kumar Agrawal	Non promoter – public	12,00,000
9	Shri Bajrang Commodity LLP	Non promoter – public	72,00,000
10	Chaitali Atish Laddad	Non promoter – public	12,00,000
11	Aashish Tiwari HUF	Non promoter – public	24,00,000
	Total		10,27,00,000

RESOLVED FURTHER THAT the minimum price of the Equity Shares so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- (a) The 90 trading Days’ volume weighted average price of the Company’s Equity Shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange in which highest trading volume has been recorded during the said period) preceding the “Relevant Date”; or
- (b) The 10 trading Days’ volume weighted average prices of the Company’s Equity Shares quoted on the Stock Exchange (National Stock Exchange of India Limited,

being the Stock Exchange in which highest trading volume has been recorded during the said period) preceding the “Relevant Date”; or

- (c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of calculating the floor price for the Preferential Issue of Equity shares and/or Warrants be and is hereby fixed as May 23, 2025, being the date 30 days prior to the date of passing of the Special Resolution by Members.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s).
- d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s).

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

- (b) An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (c) The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s) or permission(s).
- (d) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- (e) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (f) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- (g) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form within 15 days from the date of such exercise by the Warrant holder.
- (h) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- (i) In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and/or Warrants and a Private Placement Offer cum Application Letter in Form No.PAS-4 be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares and/or Warrants.

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 it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and/or Warrants and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company or any other person(s) and to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution.”

Item No. 2

Appointment of Mr. Mayank Girish Patel (DIN: 06569391) as an Independent Director of the Company, not liable to retire by rotation.

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the Regulation 17, 25 applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Mayank Girish Patel (DIN: 06569391), who was appointed as an Additional Director in the category of an Independent Director, by the Board pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who is qualified for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for

the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from March 21, 2025.

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

Item No. 3

Enhancement in limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to give your Assent or Dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Section 186 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs. 100 Crores (Rupees Hundred Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution.”

By Order of the Board
For Kridhan Infra Limited

Gautam Joginderlal Suri
Managing Director
DIN: 08180233

Date: May 23, 2025
Place: Mumbai

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

Website: www.kridhan.com

Notes:

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members,** whose email addresses are registered with the Company or with the depository (ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, May 16 2025. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **Bigshare Services Private Limited**, Registrar and Transfer Agent of the Company, by writing them on <https://www.bigshareonline.com/InvestorRegistration.aspx>.
3. The Notice shall also be uploaded on the website of the Company at www.kridhan.com and on the website of Bigshare Services Private Limited ('Bigshare') at <https://ivote.bigshareonline.com> and on the website of BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged with Bigshare for facilitating evoting to enable the Members to cast their votes electronically.
5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Friday, May 16, 2025 being the "cut-off date" fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. **The voting period will commence from Saturday, May 24, 2025 at 09.00 a.m. and end on Sunday, June 22, 2025 at 5.00 p.m. The e-voting module shall be disabled by Bigshare for voting thereafter.**
7. The Board of Directors have appointed CS Sapna Chourasia (Membership No. F12597), Partner, or failing her CS Prakash Shenoy (Membership No. F12625), Partner of M/s. SAP & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by them. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion

of the e-voting i.e. on or before Tuesday, June 24, 2025. The Resolutions, if passed by requisite majority shall be deemed to have been passed on, Sunday, June 22, 2025, being the last date specified by the Company for e-voting.

9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website on www.kridhan.com and on the website of Bigshare at www.https://ivote.bigshareonline.com.
10. Members are requested to intimate about change in their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/S Bigshare Services Private Limited, Address: Office No S6-2, Pinnacle Business Park, 6th, Mahakali Caves Rd, next to Ahura Centre, Shanti Nagar, Andheri East, Mumbai, Maharashtra 400093 Email: investor@bigshareonline.com in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
11. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer by e-mail to sapna.chourasia@gmail.com with a copy marked to evoting@bigshareonline.com

E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Saturday, May 24, 2025 at 09.00 a.m. and ends on Sunday, June 22, 2025 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 16, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method

Individual Shareholders holding securities in Demat mode with **CDSL**

- 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <https://web.cdslindia.com/myeasitoken/home/login> or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <https://evoting.cdslindia.com/Evoting/EvotingLogin> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with **NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal

	<p>Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

<u>Login type</u>	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.

Individual Shareholders holding securities in Demat mode with **NSDL**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.

- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”, “NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.
Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No. 1: Issue of Equity Shares and/or Warrants on Preferential Basis:

Your Company has transformed significantly over the past five years, evolving from a steel products manufacturer into a specialized foundation engineering company. Originally established in Mumbai in 2006 as Readymade Steel (RMS), the Company was a pioneer in introducing “ready-to-use” steel solutions for India’s construction industry. Through a strategic series of acquisitions, your Company has grown into a high-quality service provider in the field of foundation engineering, serving clients across both the construction and infrastructure sectors in India and Southeast Asia. Your Company operates across the entire value chain—from soil investigation to piling—and is now the second-largest foundation engineering firm in Singapore, with a proven track record of successfully executing over 250 projects.

In order to augment long term resources, enhancing network and financial position, reduction of existing debt, ensuring long term viability and growth and expansion and for general corporate purposes, it is proposed to issue fresh capital into the Company, to ensure enhancing the Shareholder value.

With the above objective, the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for

such purpose) in their meeting held on May 20, 2025, approved the raising of long term resources by issue of upto 10,27,00,000 (Ten Crore Twenty Seven Lakh) equity shares of face value of Rs. 2/- each of the Company ('Equity Shares') and/or and/or warrants convertible into equivalent number of equity shares of the Company ('Warrants') on preferential basis to the investors as per details given in the Resolution set out at Item 1 of the Notice who have agreed to subscribe to the proposed preferential issue and have confirmed eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI (ICDR) Regulations").

In accordance with Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made there-under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group may increase as per details given herein below.

Further disclosures in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Date of passing of Board resolution for approving preferential issue: 20th May, 2025
2. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objectives:

- a. **Repayment of debt and other financial liabilities** : A substantial portion of the issue proceeds will be directed towards repayment of the existing debt and other financial liabilities thereby reducing the Company's existing debt. This is aimed to enhance the Company's financial stability and improve cash flow, ultimately positioning the Company for sustainable growth in the future.
- b. **Investment in subsidiaries, associates and joint ventures** : The Company will make investment in or provide financial assistance to its subsidiaries, associates and joint ventures including in the form of equity, quasi equity, subordinated or unsubordinated debt (secured or unsecured).

- c. **General Corporate Purpose** : Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilized for general corporate purposes, including but not limited to meeting operational expenses, corporate exigencies, working capital and managing contingencies. These funds may also be directed toward improving the Company's financial health, enhancing net worth and reducing debt, ensuring long-term growth and stability.

3. Utilization of Issue Proceeds in Phases

As the funds will be received in tranches through the Preferential Issue and the financial needs may vary over time, the intended use of the Issue Proceeds for the above purposes is outlined as follows:

Sr. No.	Particulars	Total Estimated Amount (₹ Cr.)*	Tentative Timeline for Utilization of Issue Proceeds
1	Repayment of debt and other financial liabilities	21.60 crores	Within 18 months from receipt of the Issue Proceeds (as set out herein)
2	Investment in subsidiaries, associates and joint ventures	10.00 crores	
3	General Corporate Purpose	10.00 crores	
Total		41.60 crores	

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

Given that the Preferential Issue is for convertible Warrants, the entire Issue Proceeds from the Proposed Allottee(s) will be received by the Company within 18 months from the date of allotment of Warrants in terms of Chapter V of SEBI (ICDR) Regulations, and as estimated by the Company's management the entire Issue Proceeds would be utilized for all the aforementioned objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds for the Warrants (as set out herein).

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent period in such manner as may be determined by the Board, in accordance with the applicable laws. This may entail rescheduling

and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

4. Interim Use of Issue Proceeds

The Company, in accordance with the approval by the Board of Directors from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, the Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

5. Kinds of securities offered, number of securities and the price at which security is being offered: Up to 10,27,00,000 (Ten Crore Twenty Seven Lakh) Equity Shares and/ or Warrants convertible into equivalent number of equity shares (with flexibility to issue either all securities as equity shares or as warrants or any combination thereof): for cash at a price of Rs. 4.05/- (Rupees Four and Paise Five only) each including a premium of Rs. 2.05 per Equity Share of Rs. 2/- each (“Issue Price”).
6. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The Equity Shares of the Company are listed on Stock Exchanges viz, BSE Limited (‘BSE’) and National Stock Exchange of India Limited (‘NSE’, together with BSE referred to as ‘Stock Exchanges’). The Equity Shares are frequently traded and NSE, being the Stock Exchange with highest trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares and/or Warrants will be issued at a price of Rs. 4.05 per Equity Share which is more than the higher of the following:

- (a) Rs.3.93 per Share – being the 90 trading days volume weighted average price of the Company’s equity shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the Relevant Date; or
- (b) Rs.3.73 per Share – being the 10 trading days volume weighted average prices of the Company’s equity shares quoted on the Stock Exchange (National Stock Exchange of India Limited, being the Stock Exchange with higher trading volumes for the said period) preceding the Relevant Date; or
- (c) Rs. 3.93 per shares in terms of Regulation 166A of the SEBI ICDR Regulations, the Company has also obtained a valuation report from an independent registered valuer namely Mr. Dinesh Kumar Deora, residing at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097. This report is also available

on the website of the Company at the link - <https://kridhan.com/postal-reg-valuer.php>.

7. Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.
:
8. Name and address of Valuer who performed valuation: Mr. Dinesh Kumar Deora, residing at 205, Nadiadwala Market, Poddar Road, Malad (East), Mumbai-400097 (IBBI Registration Number IBBI/RV/07/2019/12711)
9. Amount which the Company intends to raise by way of issue of Equity Shares and/or Warrants: Up to approximately Rs. 41.60 crore (assuming exercise of rights attached to all Warrants).
10. Material terms of Issue of Equity Shares and/or Warrants:
 - a. Equity Shares: 100% of the issue price payable on application shall be by payment in cash. The Equity Shares including the equity shares to be issued and allotted upon exercise of right attached to the Warrants shall be made fully paid up at the time of allotment and be allotted in dematerialized form only. The said equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company. The equity shares shall be subject to the Memorandum and Articles of Association of the Company.
 - b. Warrants: The issue of Warrants shall be subject to the following terms and conditions:
 - i. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 2 each to the Warrant holders within 15 days from the date of such exercise by the Warrant holder.
 - ii. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Issue Price shall be payable by the Warrant holder against each Warrant on or before the allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
 - iii. In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of

allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.

- iv. The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (ix) below.
- v. The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- vi. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- vii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- viii. The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- ix. The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

11.Principle terms of assets charged as securities: Not Applicable

12.The intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the offer: Anil Dhanpatlal Agrawal and Kridhan Petrochemicals Pvt Ltd, the Promoters of the Company have agreed to subscribe the proposed preferential issue of Equity Shares and/or Warrants as specified herein. None of the other promoter / promoter group, directors, key managerial personnel or senior management of the Company proposes to subscribe to Equity shares and/or Warrants in the offer. However, in case of difficulty in preferential allotment to the aforesaid promoters for any reason whatsoever, the preferential allotment may be made to and will be subscribed by other persons/entities of the Promoter Group, on the same terms and conditions.

13. The Company has not made any other allotment on preferential basis during the current financial year.

14. Shareholding pattern of the Company before and after the preferential issue.

Sr.	Category	Pre-Issue equity shares as on May 16, 2025		Post Issue – Equity shares*	
		No. of shares	% of shareholding	No. of shares	% of shareholding
A	Promoter and Promoter Group				
1	Indian				
	Individual	26310160	27.75	56310160	28.51
	Bodies corporate	18381000	19.39	45881000	23.23
	Sub-total	44691160	47.15	102191160	51.75
2	Foreign Promoters	0	0	0	0
	Sub-total (A)	44691160	47.15	102191160	51.75
B	Non-Promoters' holding				
1	Institutional Investors (Foreign)	4180428	4.41	4180428	2.12
2	Non-Institutions				
A	Individuals				
(i)	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	31134106	32.85	31134106	15.77
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	7180557	7.58	17980557	9.11
B	Non Resident Indians (NRIs)	1490136	1.57	1490136	0.75
C	Bodies Corporate	4271040	4.50	37471040	18.97
D	Any Other (Clearing Member)	156138	0.16	156138	0.08
E	Any Other (Hindu Undivided Family)	1675640	1.77	2875640	1.46
	Sub-total (B)	50088045	52.85	95288045	48.25
	Grand Total	94779205	100.00	197479205	100.00

* The above Shareholding pattern assumes allotment of 10.27 crores equity shares including the equity shares to be issued and allotted upon exercise of right attached to all the Warrants, if any. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

15. Time frame within which the preferential issue shall be completed: The allotment of the Equity Shares and/ or Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

The Preferential Issue is proposed to be made to :

Sl. No.	Proposed Allottee	Ultimate beneficial owners	percentage of post preferential issue capital
1	Kridhan Petrochemicals Private Limited (Promoter Entity)	Nikki Agarwal	17.47%
2	ADA 360 LLP (Non Promoter Entity)	1. Abhilasha Sinha 2. Jagdeep	13.17%
3	Shri Bajrang Commodities LLP (Non Promoter Entity)	1. Suresh Goel 2. Rajendra Goel 3. Narendra Goel 4. Anand Goel	3.65%

17. Change in control, if any, in the issuer consequent to the preferential issue:

There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment. Detailed Share holding Pattern showing pre and post issue shareholding is mentioned above.

18. Undertaking: The Company undertakes to re-compute the price of the Equity Shares and/or Warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares and/or Warrants shall continue to be locked-in till the time such amount is adjusted by the allottee.

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
20. The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.
21. Relevant Date: The "Relevant Date" for determining the issue price of the Equity Shares and/or Warrants shall be Friday, May 23, 2025, being the date which is 30 days prior to the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. Sunday, June 22, 2025 which is deemed to be the date of passing of resolution by requisite majority in terms of Section 110 of the Act read with the relevant Rules made there under.
22. Lock-in: The Equity Shares allotted pursuant to this resolution and/or the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.
23. Practicing Company Secretary's Certificate: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a practicing company secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available on the website of the Company at the link : <https://kridhan.com/postal-certificate-pcs.php>.
24. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
25. The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
26. Monitoring of utilisation of funds - Given that the issue size is less than Rs. 100 Crore (Indian Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI (ICDR) Regulations, there is no requirement of appointment of any monitoring agency.
27. Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company, its Members and other stakeholders.

Mr. Anil Agarwal is interested in the resolution set out in Item No. 1 of the accompanying notice with regard to Issue of securities on Preferential Basis. The relatives of Mr. Anil Agarwal may be deemed to be interested in the resolution set out in Item No. 1 of the accompanying notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board accordingly recommends the Special Resolution set out in Item No. 1 of the accompanying Notice for the approval of the members

Item No. 2

Appointment of Mr. Mayank Girish Patel (DIN: 06569391) as an Independent Director

Pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Mayank Girish Patel (DIN: 06569391) as an Additional Director in the category of Independent Director of the Company for a term of five consecutive years effective from March 21, 2025. Pursuant to provisions of the Act and Regulation 17(1C) read with Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the appointment of Mr. Mayank Girish Patel as an Independent Director is subject to approval of the members of the Company.

The Company has received a declaration from Mr. Mayank Girish Patel confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board and based on the declaration of independence submitted by him, Mr. Mayank Girish Patel fulfils the conditions specified in the Act, the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director and that he is independent of the management.

As required under Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Mayank Girish Patel for the office of Director of the Company. Mr. Mayank Girish Patel has given his consent to act as Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act and also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.

Details of Mr. Mayank Girish Patel as per the requirement of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) are provided in Annexure to the accompanying Notice. The Nomination and Remuneration Committee while recommending his appointment, has considered amongst others, leadership capabilities, expertise in administrative knowledge, governance and experience as the skills required for this role.

Accordingly, the Board of Directors are of the view that Mr. Mayank Girish Patel possesses the requisite skills and capabilities, which would be of immense benefit to the Company and hence it is desirable to appoint him as an Independent Director on the Board of the Company.

Keeping in view the above, consent of the Members for appointment of Mr. Mayank Girish Patel as an Independent Director, not liable to retire by rotation, is sought by way of special resolution, as set out in the resolution in Item No. 2 of the accompanying Notice.

Mr. Mayank Girish Patel is interested in the resolution set out in Item No. 2 of the accompanying notice with regard to his appointment. The relatives of Mr. Mayank Girish Patel may be deemed to be interested in the resolution set out in Item No. 2 of the accompanying notice, to the extent of their equity shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in this resolution. The Board accordingly recommends the Special Resolution set out in Item No. 2 of the accompanying Notice for the approval of the members

Item No. 3

Enhancement in limits of Investments/Loans/Guarantees/Securities under Section 186 of the Companies Act, 2013

Under the provisions of Section 186 of the Companies Act, 2013 the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the shareholders obtained by means of a Special Resolution.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

It is further informed to the Board of the Directors that keeping in view of current and future plans of the Company and to fulfill long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limits of the Company as prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100 Crores (Rupees Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given

by the Board may exceed limits prescribed under Section 186 of the Act. Also, as required under Section 186 of the Act read along with the Companies (Meeting of the Board and its Powers) Rules, 2014.

The Board accordingly recommends the resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the Members by way of a Special Resolution.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For Kridhan Infra Limited

Gautam Joginderlal Suri

Managing Director

DIN: 08180233

Date: May 23, 2025

Place: Mumbai

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

Website: www.kridhan.com

Annexure

Particulars	Details
Name of the Director	Mr. Mayank Girish Patel
Director Identification Number (DIN)	06569391
Age	42 years
Date of First Appointment on Board	March 21, 2025
Brief Resume	<p>Mr. Mayank Girish Patel is the CoFounder and Owner of Paperboat Design Studios Private Limited, bringing a wealth of experience to the creative industry. With a background as an Animation Director, Episode Director, and Creative Producer, he has played a pivotal role in shaping various animation TV shows. In addition to his directorial and production work, Mr. Mayank Girish Patel has made significant contributions as a Layout and Environment Artist on several prestigious international shows, further showcasing his diverse skill set and commitment to excellence in animation</p>
Key Positions Held	Co-Founder, Paperboat Design Studios Private Limited
Other Directorships	Occult Studios LLP Paperboat Design Studios Private Limited
Chairmanship/Membership of Committees	<i>Nil</i>
Listed Entities Resigned From (Last 3 Years)	<i>Nil</i>
Relationship with Directors/KMP	Not related to any director on the Board of the Company
Shareholding in the Company	<i>Nil</i>
No. of Board Meetings Attended in FY 2025–26 (till Postal Ballot Date)	One (appointed on March 21, 2025)
Terms and Conditions of Appointment	Appointed as Non-Executive Independent Director for a period of 5 years from March 21, 2025, subject to shareholder approval

Particulars**Details****Remuneration Last Drawn
from Company**

Not Applicable

Remuneration Proposed

He will be paid sitting fees for attending the meetings of the Board and Committees thereof along with the reimbursement of expenses if any