



NOTICE OF POSTAL BALLOT

(Pursuant To Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, as defined below)

Dear Member(s),

Notice ("Notice" or "Notice of Postal Ballot") is hereby given to the Members of Kridhan Infra Limited ("the Company") that pursuant to provisions of Section 110 and other applicable provision(s), if any, of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (which shall include any statutory modification(s), amendment(s) or re-enactment thereof), also read with Secretarial Standard -2 issued by the Institute of Company Secretaries of India, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations", as amended), and General Circulars No.14 / 2020 dated April 8, 2020, General Circulars No. 17 / 2020 dated April 13, 2020, General Circulars No.22 / 2020 dated June 15, 2020, General Circular No. 33/2020 dated September, 15 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No.10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022 ("General Circulars") issued by the Ministry of Corporate Affairs ("MCA"), for seeking approval of the Members of the company to transact the business as set out hereunder in the Notice through remote electronic voting ("E-voting") only.

An explanatory statement pursuant to Sections 102 and 110 of the Act and other applicable provisions, if any, of the Act pertaining to the proposed resolutions setting out the material facts and reasons thereof, is appended to this Notice for your consideration.

Scrutinizer for conducting the Postal Ballot:

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Friday, March 22, 2024 has appointed M/s. Rinkesh Gala and Associates (Membership No. ACS 42486, COP 20128), Practicing Company Secretaries, as Scrutinizer to conduct the Postal Ballot only through remote e-voting process in a fair and transparent manner.

The result of the Postal Ballot will be announced within two working days of conclusion of the voting through e-voting i.e., on or before Thursday, April 25, 2024, 05:00 P.M. The result along with scrutinizer report shall also be displayed on the website of the Company i.e., <https://www.kridhan.com/> as well as on website of CDSL i.e. [www.evotingindia.com/-](http://www.evotingindia.com/) and shall be communicated to Bombay stock Exchange (BSE) and National stock Exchange (NSE) where the Equity Shares of the Company are listed.

The resolutions, if passed by the requisite majority shall be deemed to have been passed as if the same have been passed at general meeting of the members convened in that behalf. Key details regarding the Postal Ballot/ E-voting:

Sr. No.	Particulars	Details
1	Scrutinizer Details	M/s. Rinkesh Gala and Associates, Practicing Company Secretaries (Membership No. ACS 42486, COP 20128)
2	Cut-off date for eligibility for e-	Friday, March 22, 2024



voting		
3	Time period for e-voting	Wednesday, March 27, 2024 at 9.00 a.m. to Thursday, April 25, 2024 at 5.00 p.m.
4	Last date for publishing results of the e-voting	Monday, April 29, 2024
5	In case of any grievances or queries contact	helpdesk.evoting@cdslindia.com

SPECIAL BUSINESS:

Item No. 1

Rescind Resolution of Increase in Authorized Share Capital of the Company and consequential amendment to Memorandum of Association (MOA) of the Company:

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

"RESOLVED THAT the resolution no. 2 with respect to increase in Authorised Share Capital of the Company existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- each passed in the Annual General Meeting held on September 30, 2021, be and is hereby rescinded."

Item No. 2

To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to section 13 read with section 61 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorised Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty Crore) equity shares of Rs. 2/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all



necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 3

Appointment of Mr. Gautam Joginderlal Suri as Managing Director (DIN: 08180233) for the term of five years:

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, as amended from time to time, the consent of the Member be and is hereby accorded to the re-designation of the position of Mr. Gautam Joginderlal Suri (DIN: 08180233) as the Managing Director of the Company for a period of five (5) years, from February 13, 2024 to February 13, 2029, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Letter of Appointment issued to him, which is laid before this Meeting.

RESOLVED FURTHER THAT the said remuneration be paid to Mr. Gautam Joginderlal Suri notwithstanding that the same may be in excess of the limit of 5% specified in Section 197 of the Act, but shall not exceed 7% of the net profit of the Company in any financial year, computed in the manner laid down in Section 198 of the Act

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein above or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Gautam Joginderlal Suri as Managing Director of the Company, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Gautam Joginderlal Suri shall be as per the provisions of Schedule V of the Act and the rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to perform all such acts, deeds, things and matters as may be necessary to give effect to this Resolution.”

Item No. 4

Appointment of Mrs. Rachna Achal Daga (DIN: 09311592), as an Independent Director:

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

"RESOLVED THAT Mrs. Rachna Achal Daga (DIN: 09311592), who was appointed by the Board of Directors as an Additional Director with effect from March 22, 2024 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and as per Article Of Association of the company and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose her candidature for office of director, be and is hereby appointed as Director of the Company.



RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rachna Achal Daga, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office with effect from March 22, 2024 to March 21, 2029 and whose office shall not be liable to retire by rotation as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient

By order of the Board of Directors
For **KRIDHAN INFRA LIMITED**

Gautam Joginderlal Suri
Managing Director
DIN: 08180233

Place: Mumbai
Date: March 22, 2024



NOTES:

1. In terms of the Ministry of Corporate Affairs, Government of India (the "MCA") General Circular No.14/2020 dated April 8, 2020; General Circular No. 17/2020 dated April 13, 2020; General Circular No. 22/2020 dated June 15, 2020; General Circular No. 33/2020 dated September 28, 2020; General Circular No. 39/2020 dated December 31, 2020; General Circular No 10/2021 dated June 23, 2021; General Circular No. 20/2021 dated December 8, 2021; General Circular No. 3/2022 dated May 5, 2022; General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 9/2023 dated September 25, 2023 (the "MCA Circulars"), the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company/RTA or Depository/Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in accordance with the MCA Circulars.
2. Hence, in accordance with the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. Approval of Members of the Company is solicited by passing resolutions with requisite majority through Postal Ballot/ E-Voting for business set out in Item No. 1, 23 and 4 of this Notice.

The explanatory statement pursuant to sections 102 and 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.

The Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficial Owners as per the records maintained by the depositories as on Friday, March 22, 2024 ("the cut-off date").

A copy of this Postal Ballot Notice shall also be available on the website of the Company (<https://www.kridhan.com/>), websites of the Stock Exchanges i.e. BSE and NSE in the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed.

4. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by Central Depository Services Limited (the CDSL). The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in this Notice.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e., Friday, March 22, 2023 ("cut-off date")



only shall be entitled to avail the facility of voting through E-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

7. The e- voting period shall commence from Wednesday, March 27, 2024 at 9.00 a.m. and ends on Thursday, April 25, 2024 at 5.00 p.m. Votes casted by way of E-voting beyond 5.00 P.M on Thursday, April 25, 2024 shall be considered invalid.
8. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., with attested specimen signature of the duly authorized signatory(s) who are authorized to vote, to the Scrutinizer by email to rinkeshgala94@gmail.com or to cs@kridhan.com or to investor@bigshareonline.com.
9. The voting on items included in the Notice cannot be exercised through proxy.
10. The Scrutinizer shall submit his Report on the resolutions proposed to be passed through E-Voting to the Chairman and Managing Director or director or Company Secretary of the Company after completion of the scrutiny. The result on the resolutions proposed to be passed through E-voting shall be announced on or before Monday, April 29, 2024, at the Registered Office of the Company. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Thursday, April 25, 2024, Company for e-voting.
11. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may get their email address registered with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited.

Shareholders may write the request to cs@kridhan.com and investor@bigshareonline.com for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
12. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Mehboob Lakhani, Asst. Manager, CDSL, P. J. Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001, e-mail: helpdesk.evoting@cdslindia.com, Helpdesk: 1800 22 5533.
13. All the material documents referred to in the explanatory statement, if any, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@kridhan.com.



VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE EGM

In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Friday, March 22, 2024, only shall be entitled to avail the facility of remote e voting/ evoting at the EGM. CDSL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9.00 A.M. (IST) on Wednesday, March 27, 2024 to 5.00 P.M. (IST) on Thursday, April 25, 2024. At the end of remote e-voting period, the facility shall forthwith be blocked.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) 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.

- (ii) 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.

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

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none">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 are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.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 the e-Voting service provider 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. CDSL/NSDL/KARVY/LINKINTIME, 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/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">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.nsdl.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 and you will be re-directed to e-Voting service provider 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.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



<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>
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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.

Login type	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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<p>For Shareholders holding shares in Demat Form other than individual and Physical Form</p>



Kridhan Infra Limited

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also used 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) 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.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xiv) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; <https://www.kridhan.com> (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.



EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act"), the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard-2 on General Meetings ("SS-2"), the following Explanatory Statement sets out all material facts relating to the Special Businesses as mentioned in Item No 1 in the accompanying Notice dated March 22, 2024 and forms part of the Notice.

ITEM NO. 1

The Company held its Annual General Meeting held on September 30, 2021 through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") and Members passed resolution no. 2 for Increase in Authorised Share capital from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.2/- each.

The said resolution was recommended to the Members. The Board of Directors now recommends that the above resolution be rescinded as the same was passed based on the some decision made in the year 2021 which was later cancelled due to unforeseen circumstances.

The Board recommends the resolution set out at Item No. 1 of accompanying notice to the Members for their consideration and approval, by way of Special Resolution.

ITEM NO. 2

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore Only) comprising of 10,00,00,000 (Ten crore) Equity Shares of Rs.2/- each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on March 22, 2024, had accorded its approval for increasing the Authorised Share Capital from from existing Rs. 20,00,00,000/- (Rupees Twenty Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 2/- each to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Rs. 2/- each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crore Only) to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by creation of 20,00,00,000 (Twenty Crore) additional equity share of Rs.2/- each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association and Articles of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.



None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution. The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution

ITEM NO. 3

The Board of Directors of the Company, on the recommendation of Nomination & Remuneration Committee, in its meeting held on February 13, 2024, approved the re-designation of Mr. Gautam Joginderlal Suri (DIN: 08180233) as a Managing Director of the Company, for a term of five (5) years, commencing from February 13, 2024, on the terms and conditions including remuneration as set out herein below:

- a) **Salary**: Rs.1,00,000/- per month. Annual and accelerated increments as may be decided by the Nomination & Remuneration Committee and/or the Board of Directors based on merit and taking into account the Company's performance for the year.
- b) **Allowance and Perquisites**: In addition to Salary, as above, the following perquisites will also be paid and/or provided to him. The valuation of all perquisites shall be done in accordance with the provisions of the Income Tax Act, 1961 and rules made thereunder. In the absence of any such rule, perquisites shall be evaluated at actual cost.
 - (i) **Provident Fund**: The contribution towards Provident Fund as per the rules of the Company, will not be included in the computation of the ceiling on perquisites to the extent not taxable under the Income Tax Act, 1961.
 - (ii) **Gratuity**: As per the rules of the Company.
 - (iii) **Leave and encashment of unavailed leave**: As per rules of the Company.
- c) **Minimum Remuneration**: The total remuneration payable to the Managing Director as aforesaid shall not exceed the overall limits laid down under Sections 196, 197, 203 of the Companies Act, 2013 ("the Act"). In the event of loss or inadequacy of profits in any year during the aforesaid tenure, Mr. Gautam Suri shall be paid the remuneration including performance incentive which shall be governed by the limits set out in Schedule V to the Act or any amendment thereof.
- d) **Other terms**: The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors (which includes the Nomination & Remuneration Committee of the Board of Directors) as it may, in its discretion, deem fit within the minimum remuneration payable to the Managing Director in accordance with the provisions of the Act or any amendments made hereinafter in this regard.

The Board recommends passing of the Special Resolutions as set out in Items no. 3 of this Notice, for approval by the Members of the Company.

Mr. Gautam Joginderlal Suri is deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 3 of this Notice.

ITEM NO. 4



Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on March 22, 2024 had appointed Mrs. Rachna Achal Daga (DIN: 09311592) as Additional Directors (Non-Executive, Independent) of the Company for a first term of Five (5) years effective from March 22, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mrs. Rachna Achal Daga (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. She does not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mrs. Rachna Achal Daga for the office of Directors of the Company.

Brief profile of Mrs. Rachna Achal Daga is as under:

Mrs. Rachna Achal Daga, aged 43, did Diploma in business management from ICFAI and Graduated from Mumbai University and has over 10 years of extensive and varied experience in the field of Manufacturing and Marketing.

The terms and conditions for appointment of Mrs. Rachna Achal Daga as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mrs. Rachna Achal Daga are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 4 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company. She also possess requisite skills, expertise and competencies in the business restructuring.

Mrs. Rachna Achal Daga is deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 4 of this Notice.

Name	Mrs. Rachna Achal Daga
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Kridhan Infra Limited

Age	44 years
Director's Identification Number	09311592
Date of first appointment	March 22, 2024
Brief Resume – Qualification	Bachelor's in commerce from Mumbai university; Diploma in Buisness management from Indian of Chartered financial analysts (ICFAI).
Expertise in Specific Functional Areas	Mrs. Rachna Achal Daga has over 10 years of extensive and varied experience in the field of Manufacturing and Marketing.
Terms and Conditions of Appointment/ Re-appointment along with details of remuneration sought to be paid and last drawn remuneration	Mrs. Rachna Achal Daga is not being paid any remuneration other than sitting fees for attending meetings of the Board and Committees thereof of which he will be appointed as a Member/Chairperson and for attending the meetings of Independent Directors and commission which may be approved by the Board of Directors.
Other Directorships	Nil
Membership/Chairmanship of Committees	Nil

By order of the Board of Directors
for **Kridhan Infra Limited**

Gautam Joginderlal Suri
Director
DIN: 08180233

Place: Mumbai
Date: March 22, 2024